



OUR JOB IS THE FUTURE

WE ARE
BUILDING

THE FUTURE

from today.

CORPORATE INFORMATION

Company Name	Doğan Şirketler Grubu Holding A.Ş.
Date of Establishment	September 22, 1980
Trade Registry Number	175444
MERSİS (Central Registry System) Number	4727911535253756
Tax Office	Büyük Mükellefler Vergi Dairesi
Tax Identification Number	3060050924
Issued Capital	TL 2,616,938,288
Registered Capital Ceiling	TL 4,000,000,000
Stock Exchange	Borsa İstanbul A.Ş.
Ticker Symbol	DOHOL
Address	Burhaniye mah. Kısıklı cad. No: 65 Üsküdar/İstanbul
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Reporting Period	01.01.2014 – 31.12.2014

This report has been prepared in accordance with Article 514 of Turkish Commercial Code No. 6102, the Regulation on the "Determination of the Minimum Content of Companies' Annual Reports" issued by the Ministry of Customs and Trade, the Capital Markets Law, "Corporate Governance Communiqué" (II-17.1) issued by the Capital Markets Board ("CMB"), and the CMB's Communiqué on the "Principles Regarding Financial Reporting in Capital Markets" (II-14.1). The purpose of the report is to evaluate the Company's operations during the accounting period of January 1, 2014 - December 31, 2014, and to inform investors.

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A LOOK INTO THE FUTURE

WE CONTINUE TO BUILD OUR FUTURE WITH OUR VALUE CREATING GROWTH STRATEGY.

1

A LEANER,
STRONGER AND
MORE EFFICIENT
STRUCTURE IN
EVERY
RESPECT

2

A POWERFUL MEDIA
PORTFOLIO CONSISTING
OF NEWS, INFORMATION,
ENTERTAINMENT AND
CULTURE PLATFORMS
THAT ARE INSTANTLY
ACCESSIBLE FROM
ANYWHERE IN
TURKEY

3

A RICH ENERGY
PORTFOLIO WITH
DIVERSE RESOURCES
COMPATIBLE WITH
TURKEY'S GROWTH
DYNAMICS



4

RETAIL OPERATIONS
FOCUSED ON
EDUCATION,
CULTURE AND
ENTERTAINMENT

5

CORPORATE
CITIZENSHIP THAT
ADVANCES SOCIAL
DEVELOPMENT AND
CREATES VALUE VIA
ACTIVE INVOLVEMENT
AND SHARING

6

SUPPORT FOR
INNOVATIVE, EFFICIENT
AND SUSTAINABLE
INVESTMENTS

A LOOK INTO THE FUTURE

1

**A LEANER, STRONGER
AND MORE EFFICIENT
STRUCTURE IN EVERY RESPECT**

We have successfully completed the merger of **Doğan Yayın Holding** and **Doğan Holding**, the most important step towards creating long-term, sustainable value for our shareholders. With this merger, which will further contribute to our financial and operational efficiency, we will start to implement a leaner business model and further strengthen our corporate governance practices.



A LOOK INTO THE FUTURE

THE LARGEST MERGER AMONG PUBLICLY TRADED COMPANIES IN TURKEY IN TERMS OF SHAREHOLDERS' EQUITY...



SIMPLER AND
MORE EFFICIENT
STRUCTURE

STRONGER
CORPORATE
GOVERNANCE
PRACTICES

BROADER
INVESTOR BASE



MORE EFFICIENT
CAPITAL
ALLOCATION
STRATEGY



EFFICIENT
FINANCIAL
STRUCTURE



A LOOK INTO THE FUTURE





2

**A POWERFUL MEDIA
PORTFOLIO CONSISTING OF NEWS,
INFORMATION, ENTERTAINMENT AND
CULTURE PLATFORMS THAT ARE INSTANTLY
ACCESSIBLE FROM ANYWHERE IN TURKEY**

We maintain our leadership position in publishing with our newspapers Hürriyet, Posta and Fanatik,* which are preferred by half of all newspaper readers in Turkey, as well as our 30+ periodical magazines, and our youth and children's magazines. We have strong position in digital media: our websites reach half of all Internet users in Turkey.** While our FTA TV channels Kanal D and CNN Türk remain the most popular channels, D-Smart, the fastest-growing digital platform in the country, provides TV and Internet services to around 2 million subscribers. In addition, D-Smart BLU enables easy access to a wide range of rich content, via smart phones and tablets, from anywhere with an Internet connection.

* BİAK 3. - 6. cumulative period (01.09.2013-31.08.14)

** Comscore Turkey December 2014 data (unique visitor number without duplication, 15+ age)

A LOOK INTO THE FUTURE

A PIONEERING, INNOVATIVE AND INTEGRATED MEDIA PORTFOLIO...

A LEADING PLAYER IN
THE **TURKISH
ADVERTISING
MARKET**

THE FIRST DIGITAL
PLATFORM IN TURKEY TO
OFFER DOUBLE PLAY
(TV + INTERNET SERVICES)





DIGITAL CONTENT
ACCESSIBLE FROM
COMPUTERS,
TABLETS AND
MOBILE PHONES

LEADING POSITION IN
BROADCASTING

TURKEY'S **MOST**
PRESTIGIOUS AND
POPULAR NEWSPAPERS AND
MAGAZINES



A LOOK INTO THE FUTURE

3

**A RICH ENERGY PORTFOLIO WITH
DIVERSE RESOURCES COMPATIBLE
WITH TURKEY'S GROWTH DYNAMICS**

While we increase our investments in renewable energy to diversify our resource portfolio, we continue our oil exploration and production activities in Northern Iraq. We are also actively seeking new investment opportunities to expand our portfolio in electricity generation, distribution and trade as well as in petroleum products distribution. At the same time, we are focused on retail electricity sales with plans to figure among the key players in the sector.



A LOOK INTO THE FUTURE

RESOURCE DIVERSIFICATION TO MEET THE RAPIDLY INCREASING ENERGY DEMAND IN OUR COUNTRY...

ASLANCIK
DAM WITH AN
INSTALLED
CAPACITY OF
120 MW

WHOLESALE
AND RETAIL
ELECTRICITY
SALES

OIL EXPLORATION
AND PRODUCTION
ACTIVITIES IN
NORTHERN IRAQ





TWO WIND POWER
PLANTS WITH AN
INSTALLED CAPACITY
OF 147 MW

BOYABAT HEPP
WITH AN INSTALLED
CAPACITY OF 513 MW;
POTENTIAL TO GENERATE
1.5 BILLION KWH
OF ELECTRICITY
ANNUALLY

4

**RETAIL OPERATIONS
FOCUSED ON EDUCATION,
CULTURE AND ENTERTAINMENT**

D&R stores serve an average of 2.5 million customers monthly, with more than 150 thousand varieties of products for sale.

Meanwhile, D&R's online stores receive 3 million unique visitors per month. As of year-end 2014, the number of D&R stores rose to 146, with the total sales area climbing to 57,950 square meters. We aim to further expand D&R, which leads the market thanks to its rich variety of products and wide retail network, with new store investments and mobile initiatives.



A LOOK INTO THE FUTURE

GROWTH CONTINUES IN CULTURE AND ENTERTAINMENT RETAILING

LEADER IN CULTURE
AND ENTERTAINMENT
RETAILING

146 STORES,
TOTAL SALES
AREA OF 58
THOUSAND
SQUARE
METERS

D&R KIDS
OFFERS A
SPECIAL WORLD
FOR CHILDREN

DR.COM.TR AND
IDEFIX.COM.TR ONLINE
STORES ARE VISITED
BY 3 MILLION UNIQUE
VISITORS PER MONTH

A RICH
PORTFOLIO OF
PRODUCTS



A LOOK INTO THE FUTURE





5

**CORPORATE CITIZENSHIP THAT
ADVANCES SOCIAL DEVELOPMENT
AND CREATES VALUE VIA ACTIVE
INVOLVEMENT AND SHARING**

We know that running our media operations—one of our core business areas—in accordance with contemporary media principles is a major social responsibility by its very nature. Additionally, we will continue contributing to the development and advancement of the society in which we live.

We will maintain to see as our first priority to implement socially responsible projects especially to assist women, youth and girls.

A LOOK INTO THE FUTURE

ONE OF THE MOST IMPORTANT ACTORS IN TURKEY'S ECONOMIC AND SOCIAL TRANSFORMATION...



(*) AYDIN DOĞAN FOUNDATION

(**) "NO! TO DOMESTIC VIOLENCE" CAMPAIGN

(***) "DAD, SEND ME TO SCHOOL" CAMPAIGN

A DRIVER IN THE
EU MEMBERSHIP
PROCESS THROUGH
THE ECONOMIC
AND SOCIAL VALUE
IT CREATES



A COMPANY
THAT VALUES ITS
EMPLOYEES AND
CREATES VALUE
TOGETHER WITH
THEM

6

**SUPPORT FOR INNOVATIVE,
EFFICIENT AND SUSTAINABLE
INVESTMENTS**

We aim to provide capital as well as marketing and management support for promising ideas that have the potential to move our country and the Doğan brand forward into the future. Our aim is enable these innovative ideas to generate value. To these ends, we target to provide financing to exceptional business concepts during the startup and following stages, and thus contribute to the creation of new enterprises for the future.



A LOOK INTO THE FUTURE

A PIONEERING INITIATIVE TO OFFER A BRIGHT FUTURE FOR NEW AND PROMISING IDEAS...

INFORMATION
AND SOFTWARE
TECHNOLOGY

E-COMMERCE

ADVERTISING
INVESTMENTS

DIGITAL AND
INTERNET
PLATFORMS





ENTERTAINMENT,
GAMING



MESSAGE FROM THE HONORARY CHAIRMAN

“I was born in the early years of our republic. Today, I’m 77 years old and I’m one of the closest witnesses of my country’s recent history.”

Long-term vision is needed to achieve lasting success in the business world, and decisive steps must be taken to maintain a corporate presence in the future. Together with my colleagues, each of whom is a qualified professional in their respective fields, we founded and grew Doğan Group, brick by brick, with this perspective.

Today, I have peace of mind. All of our executives and family members, who give direction to our Company, have been nurtured in this culture and each of them is a valuable individual. Not only are they highly competent and well equipped, they also know how to accurately assess the future.

Since its foundation, the Group has been unbiased. However at the same time, Doğan Group has always been uncompromisingly committed to its principles. In all of our business areas, and especially in media, we have always focused on creating sustainable value. We have embraced honesty and ethical principles, and have strived to offer our customers the best products and services, while remaining fully objective.

And yet, we have never compromised our principles to uphold and defend modern democracy, human rights and freedoms, the interests of our country and the rule of law.

We have always embraced and actively supported these values, as well as Turkey, as a respected member of the modern world, with our growing competitiveness and capability to contribute to the development and prosperity of humanity. These basic principles will continue to guide us as we move forward into the future.

Aydın Doğan

Honorary Chairman of Doğan Holding

Our Mission

To identify, develop and implement state-of-the art commercial and technological applications in consumer-facing products and services; to establish the institutional facilities and capabilities necessary for the effective execution of these efforts in Turkey and the region.

ASSESSMENT FROM THE CHAIR OF THE BOARD AND CEO

MESSAGE FROM THE CHAIRWOMAN



We continue to be one of the most important players involved in the economic and social transformation of Turkey.

Y. Begümhan Doğan Faralyalı

Chairwoman

Esteemed shareholders, business partners and employees,

In 2014, the world continued to struggle—sometimes unsteadily—to recover from the global economic crisis. The US Federal Reserve's decision to first slow the rate of monetary expansion, and then to end it completely; the civil war in Syria; and the conflict that erupted in Ukraine all shaped the world's agenda during the year.

While the US showed some signs of economic recovery in 2014, the Eurozone economy was clouded by recession and deflationary pressures. As the United States and EU imposed sanctions on Russia due to the Ukrainian crisis, the ruble significantly lost value against the dollar, which led to a sharp decline in oil prices.

These developments in the global arena also affected the Turkish economy, which relies on external sources and domestic consumption for growth. Coupled with measures to reduce the current account deficit, Turkey's economic growth in 2014 was below the target figure. However, the drop in oil prices subdued inflation and Turkey closed the year with a lower than expected annual inflation rate. In addition, the current account deficit declined by US\$ 18.8 billion compared to year-end 2013, to US\$ 45.8 billion.

In the face of challenging economic conditions both in Turkey and worldwide in 2014, Doğan Holding implemented a strategy that enabled it to effectively weather these vulnerabilities. We continued to grow in the sectors in which we operate, while selectively investing in new sectors where we can generate value. In 2014, we mainly focused on operational efficiency, new investments, corporate restructuring and good management.

Despite the challenges that we experienced in our media operations, which we carry out in strict compliance with the Doğan Media Code of Conduct that ensures a modern and objective publishing approach, we maintained our leadership position. With new initiatives in online media, we further expanded our position in 2014.

In Energy, while we increased the efficiency of our existing investments, we also took further steps to create a sustainable, balanced and effective energy portfolio.

D&R, our robust brand in culture and entertainment retailing, maintained healthy growth with the addition of new stores, an enhanced product portfolio, and a broader e-commerce platform, which enabled further expansion in terms of both customer reach and sales volume.

Our industry and tourism operations also contributed to the solid performance of the Group, in line with our strategy.

At the end of the year, we completed the establishment of Öncü Venture Capital Investment Trust, another major development for Doğan Holding in 2014. With this new initiative, we aim to invest especially in information and internet technology, and support the development of innovative business concepts in this area.

In addition to new investments, Doğan Group also focused on corporate restructuring in 2014. Doğan Holding merged with its direct subsidiary Doğan Yayın Holding by taking over the entity with all its assets and liabilities. We believe that a simpler and a leaner corporate structure will both increase our management focus and financial strength, while significantly helping the Group to become even stronger.

In 2014, SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş., which conducts assessments in line with the CMB's Corporate Governance Principles, upgraded Doğan Holding's corporate governance rating, from 8.65 (86.46%) to 9.35 (93.53%) out of 10.00. This upward adjustment was deeply gratifying to all of us at Doğan Holding.

As a natural extension of our strong corporate governance practices and sense of responsibility, we updated our business principles, particularly the anti-bribery and corruption policy, binding for all our employees and business partners, in keeping with internationally recognized best practices.

Doğan Holding was successful in 2014 in terms of operational efficiency, new investments, corporate restructuring and good management. Building on the solid institutional base we created in 2014 and spurred on by our achievements, we are now entering 2015 with even more confidence and strength. Thanks to our sustainable growth strategy, developed with close attention to economic and social developments in Turkey and worldwide, and formulated to achieve both profitability and sustainability, we are fully confident that we will be more successful in 2015.

We will continue to be one of the strongest supporters of the national economy and employment in the coming period, as we have been throughout our history. In line with our approach to corporate citizenship, we also plan to step up our social responsibility projects, especially in education, to enable Turkey's women and girls to fully participate in society as self-confident, productive and respected individuals.

Together with our most important asset—that is, our creative and highly competent human resources—our strong management team, our investors, who place their trust in us, and our valued customers, who make time for our products and services in their lives, we are determined to further build on our achievements in 2015.

We would like to extend our deepest gratitude to our shareholders and stakeholders, whose unwavering support we always feel on our side.

Sincerely,



Y. Begümhan Doğan Faralyalı
Chairwoman

ASSESSMENT FROM THE CHAIR OF THE BOARD AND CEO

MESSAGE FROM THE CEO



Aiming for global success in the sectors in which it operates, Doğan Holding will capitalize on its dynamic structure to extend its successful track record, while continuing to be a driving force of the national economy.

Yahya Üzdiyen
CEO

Esteemed stakeholders,

Economic and political developments shaped both the global and the national agendas in 2014.

The global economy was impacted by a number of issues during the year, including the Federal Reserve decision to first decelerate the rate of monetary expansion, and then to end it completely mid-year. The sanctions imposed by the United States and Europe on Russia due to the Ukrainian crisis; religious and ethnic conflicts in Syria and Iraq; deflation in Japan; the economic slowdown in China; and the strengthening of the US dollar against the Euro as a result of developments in the Eurozone were also major factors that affected the global economic environment in 2014. Although the US economy began to bounce back from the world financial crisis that erupted in 2008, other developed economies such as Europe and Japan failed to escape recession. In 2014, emerging markets recorded their slowest economic growth in recent years due to the Fed's decision to end its expansionary monetary policy. Meanwhile, China, the key driver of the global economy, posted 7.4% growth, its lowest pace of expansion in 24 years. In addition, Brazil's growth rate remained below 1%, and Russia plunged into a full-fledged economic crisis due to US- and EU-imposed sanctions in the wake of the Ukraine conflict, coupled with the sharp decline in oil prices.

Our country could not avoid the effects of these various developments; as a result, 2014 was a difficult year for the Turkish economy. In particular, negative developments in the surrounding region, such as turmoil in the Middle East, the conflict between Russia and Ukraine, and the recession in the Eurozone, all negatively impacted the economy. In the end, Turkey failed to meet its growth target for 2014.

While public and private sector investments began to decline, expectations that the Federal Reserve could raise interest rates slowed foreign capital inflows. On the other hand, exports helped drive economic growth: Turkey's exports rose to US\$ 157.6 billion during the year. The steep drop in oil prices contributed to lower inflation in 2014: The consumer price index (CPI) stood at 8.17%, remaining below the expected level of 8.9% as announced in the Government's Medium Term Program. With the unemployment rate coming at 9.9%, the most positive economic indicator in 2014 was the narrowing of the current account deficit.

Despite these negative developments, Doğan Holding reported consolidated revenue of TL 3,543 million in 2014, up by 7.3% over the previous year. Gross profit amounted to TL 784 million, and EBITDA (earnings before interest, taxes, depreciation and amortization) stood at TL 181 million.

Operations in the Media Sector

In 2014, Doğan Holding "took over" its direct subsidiary Doğan Yayın Holding, which owned all the Group's media assets, with all its assets and liabilities. This was the most important development for our Group in 2014. The merger helped us create a leaner and a more effective corporate structure, as well as a more efficient financial structure that enabled cost savings.

The media sector remained stable in parallel with the overall economy. The Turkish ad market is estimated to have expanded by 2.8% in 2014, to TL 5.7 billion. The market remained basically flat due to both a contraction in print media and below-expected television ad spend.

Although newspaper and magazine ad spending shrank by 11% and 2%, respectively, in 2014, our newspaper and magazine publishing companies increased their market share, and maintained their leadership positions in print media.

Hürriyet, one of our newspapers, continues to reach readers across digital platforms (web, mobile phones, tablets) with its unique approach to journalism and rich content. As of June 2014, Radikal chose to continue its publishing operations solely online; as a result, it has emerged as the most social and effective digital newspaper in Turkey. Serving as a model to the entire sector with its responsible journalistic approach, Doğan Gazetecilik maintained consistent growth in 2014 with strong brands such as Posta and Fanatik, and an effective management approach. As in the prior year, Doğan Burda Magazine Group closed 2014 as the sector leader. In 2015, our publishing group plans to maintain its leading positions while improving and enhancing its current portfolio with innovative digital media investments.

Our broadcasting companies' ad revenues declined in 2014 mainly due to television ad spend in Turkey remaining below expectations. In addition, profitability was also negatively affected by soaring programming costs stemming from increased competition. In 2015, our companies will continue to create the best content for the future of the media and entertainment world. One of the leading players in the TV market with its strong performance, Kanal D plans to continue its modern and original approach to broadcasting in the coming year. While millions of Turkish viewers enjoy our high quality content, our productions also reach countless viewers in countries across Eastern Europe, the Middle East, Eurasia and Latin America. We aim to protect and bolster our reputation in the regions where we operate as the broadcaster that creates and distributes unrivaled productions. Holding onto first place in primetime viewership in 2014, CNN Türk has retained the distinction of being Turkey's leading and most reliable source of news, since the channel's launch more than 15 years ago.

ASSESSMENT FROM THE CHAIR OF THE BOARD AND CEO

MESSAGE FROM THE CEO

D-Smart, one of Turkey's leading digital broadcasting platforms, closely monitors the ever-evolving dynamics in the market. Since its launch, D-Smart has consistently improved its services in terms of both technical quality and customer experience. In 2015, D-Smart aims to expand the subscriber base in the OTT (over-the-top content) market with the company's BLU service, which has been improved in line with customer feedback.

In addition, Radyo D, CNN Türk Radyo and Slow Türk Radyo, our radio group brands, continued to rank among the country's most popular radio channels in 2014.

Despite unfavorable market conditions, our consolidated media revenues stayed at the prior year's level, and stood at TL 2,468 million.

Operations in the Energy Sector

Having completed the construction of all its investments in 2014, Doğan Energy's total installed capacity climbed to 780 MW, including joint ventures. Doğan Energy continues to enhance its portfolio of wholesale and retail electricity sales through D-Tes Elektrik, which is our subsidiary engaged in electricity sales.

In 2014, we also initiated negotiations to establish a partnership between Doğan Enerji Yatırımları Sanayi ve Ticaret A.Ş. and Aytemiz Akaryakıt Dağıtım A.Ş. ("Aytemiz"), by acquiring a 50% stake in Aytemiz; in such a way as to ensure that Aytemiz's operating results can be presented in our Company's financial statements with the full consolidation method. If realized, this acquisition will significantly help our Group to achieve a more balanced, effective, sustainable and profitable position in the energy sector.

Operations in Industry, Retail, Tourism, and Finance

As a well-established sector leader, Çelik Halat reported the highest sales figures in its history in the steel wire rope and concrete strand categories. The company achieved the same level of success in total tonnage, increasing its revenue by 19%

over the previous year. In 2015, Çelik Halat plans to expand production of steel wire rope, a product with high added value, while increasing the number of its export destinations in Europe and North America.

Ditaş, another of our sector leading companies, took important steps to become a high-profile brand as an original equipment manufacturer in the global automotive market, as well as in the automotive aftermarket. In 2014, Ditaş established three separate companies - in Russia, China and the United States - to promote and sell its products. The company's sales increased 33% while EBITDA jumped to TL 11.9 million, up from TL 4.9 million in 2013. In 2015, Ditaş plans to implement efficiency-oriented practices across all the company's business processes.

D&R, Turkey's leading retail chain specializing in culture, arts and entertainment products, expanded its number of stores to 146 in 2014 while welcoming 2.5 million visitors per month on average. Meanwhile, D&R's online stores - dr.com.tr and idefix.com.tr - receive 3 million unique visitors per month. To expand its gift and toy product offering, D&R acquired a new company in 2014. In 2015, D&R plans to open more new stores and offer a wide range of products to customers at its modern stores. Investments scheduled for 2015 will allow D&R to further increase its e-commerce service quality and customer satisfaction.

Milpa continues to sell real estate properties from its ongoing project portfolio while undertaking new land development projects.

Operating through its current network of branches and sales channels, DD Mortgage aims to further strengthen its market position in 2015 by adopting a quality-focused, fast and efficient approach to service delivery.

In 2015, Doğan Organic plans to continue its efforts to maximize efficiency in organic milk production in Turkey's Kelkit region. The company also aims to further reinforce its market position with its own brand, "Yoncadan," in addition to the M Life branded products it manufactures for Migros.

In our tourism operations, Milta will continue undertaking investment and development projects in 2015. Positioned as a strong and reliable brand in the tourism industry, Milta Bodrum Marina plans to undertake investments to boost efficiency and improve service quality in 2015. With a service offering geared towards ensuring maximum customer satisfaction, Işıl Club Bodrum is Doğan Holding's key brand in the tourism sector. In 2015, the company plans to maintain its price/quality balance while further improving the services it offers, in order to maintain its leadership position. Additionally, Milta is involved in real estate development projects in Bayraklı, İzmir and Tepeüstü, Istanbul through its subsidiaries.

Serving as an exemplary model with its significant contributions to the national economy and employment, as well as its support for young people, arts & culture, and education, Doğan Holding plans to maintain its sustainable growth in 2015. Thanks to our employees, who are the true architects of our success with their diligent efforts; our investors, business partners and suppliers, who always support us; and all our other social stakeholders, who, with their trust, drive us forward under all circumstances, we are confident that we will achieve this goal.

Best regards,



Yahya Üzdiyen
CEO

HIGHLIGHTS OF 2014

FINANCIAL AND OPERATIONAL HIGHLIGHTS

Doğan Holding's consolidated revenue climbed by 7.3% over the previous year, to TL 3,543 million. Media revenues dropped by 2% while retail, energy and other segment revenues increased in 2014.

FINANCIAL HIGHLIGHTS

Audited			
Balance Sheet Summary (TL million)	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
Total Assets	6,877	7,588	7,785
Current Assets	3,760	3,978	4,120
Non-current Assets	3,118	3,610	3,664
Short-term Liabilities	1,981	2,024	2,138
Long-term Liabilities	1,987	1,563	1,562
Shareholders' Equity	2,910	4,000	4,084
Income Statement Summary (TL million)	2014	2013	2012
Revenue	3,543	3,301	3,067
Gross Profit	784	847	893
Operating Profit/(Loss) ⁽¹⁾	39	301	244
EBITDA ⁽²⁾	181	264	324
EBITDA Margin ⁽²⁾	5.1%	8.0%	10.6%
Net Profit/(Loss) Attributable to Parent Company	-225	-38	156

⁽¹⁾ Excluding other operating income and expenses and the share of gain/(loss) on investments accounted for by the equity method.

⁽²⁾ Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) have been calculated by the Company.

⁽³⁾ Net Profit/(Loss) Attributable to Parent Company includes profit/loss from discontinued operations.

Profitability	2014	2013	2012
Gross Profit Margin	22.1%	25.7%	29.1%
Operating Profit Margin ⁽¹⁾	1.1%	9.1%	8.0%
EBITDA Margin ⁽²⁾	5.1%	8.0%	10.6%
Financial Strength	2014	2013	2012
Current Ratio	1.90	1.97	1.93
Liquidity Ratio	1.77	1.83	1.82
Debt/Equity Ratio	1.36	0.90	0.91

⁽¹⁾ Excluding other operating income and expenses and the share of gain/(loss) on investments accounted for by the equity method.

⁽²⁾ Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) have been calculated by the Company.

OPERATIONAL HIGHLIGHTS (TL MILLION)

REVENUE (TL MILLION)

2012	3,067
2013	3,301
2014	3,543

	2014		2013	
	Net Sales	EBITDA ⁽¹⁾	Net Sales	EBITDA ⁽¹⁾
Publishing	1,218	96	1,311	101
Broadcasting	1,177	9	1,121	108
Retail	512	19	407	17
Energy	272	44	157	49
Other	363	13	306	-11
Total	3,543	181	3,301	264

⁽¹⁾ EBITDA consists of Other Operating Income and Expenses, the Share of Gain/(Loss) on Investments Accounted for by the Equity Method, Interest, Amortization and Earnings Before Interest.

2014 AT A GLANCE

IMPORTANT DEVELOPMENTS



1ST QUARTER

Doğan TV submitted revised non-binding offer for Digitürk

Doğan TV Holding submitted a revised non-binding offer amounting to US\$ 879,450,000 for the purchase and acquisition of a 53% stake in Krea İçerik Hizmetleri ve Prodüksiyon A.Ş. (Digitürk), which is owned by Çukurova Holding A.Ş.

Doğan Energy - First unit of Aslancık HEPP in operation

The first unit of the Aslancık HEPP, with a capacity of 60 MW, commenced electricity generation on March 8, 2014.

2ND QUARTER

Dividend distribution at Doğan Burda

At Doğan Burda's Ordinary General Assembly dated March 28, 2014, it was decided that, after setting aside the necessary legal reserves, the amount of TL 2,465,111 - corresponding to 12.60% (gross) and 10.71% (net) of issued capital - would be distributed as gross/net cash dividend. The dividend distribution commenced on April 7, 2014.

Dividend distribution at Doğan Gazetecilik

At Doğan Gazetecilik's Ordinary General Assembly dated March 28, 2014, it was decided that, after setting aside the necessary legal reserves, the amount of TL 10,689,705 - corresponding to 10.18% (gross) and 8.65% (net) of issued capital - would be distributed as gross/net cash dividend. The dividend distribution commenced on April 10, 2014.

Doğan Holding's merger with DYH

Doğan Holding "took over" its direct subsidiary Doğan Yayın Holding A.Ş. ("DYH") in its entirety with all its assets and liabilities. The Board of Directors of Doğan Yayın Holding and Doğan Holding publicly announced their decision to merge DYH under the umbrella of Doğan Holding on April 14, 2014.

Ditaş expanded overseas sales and marketing activities to the US

On May 30, 2014, Ditaş completed the establishment of a wholly owned subsidiary Ditaş America LLC with capital of US\$ 100,000, in the state of New Jersey. Ditaş America will promote and sell the company's products in the United States.

Ditaş expanded overseas sales and marketing activities to the Asia-Pacific

On June 19, 2014, Ditaş completed the establishment of a wholly owned subsidiary Ditaş Trading Shanghai Co. Ltd. with capital of RMB 600,000. Ditaş Trading Shanghai will promote and sell the company's products in the Asia-Pacific region.

Radikal's digital-only strategy

Radikal newspaper, which operates under Hürriyet, commenced publishing solely in a digital format from June 22, 2014, after terminating its print edition on June 21, 2014.

Capital Markets Board approval for the merger transaction

On June 23, 2014, the Capital Markets Board approved Doğan Holding's application to take over DYH in its entirety with all its assets and liabilities, and to merge the Company under its umbrella.

3RD QUARTER

Hürriyet - Doğan Ofset sale

On June 18, 2014, Hürriyet sold TL 24,982,235 worth of shares in Doğan Ofset Yayıncılık ve Matbaacılık A.Ş. to Fulya Kavak and Marsaş Baskı ve Ambalaj Sanayi Ticaret A.Ş. for EUR 4,579,393. Hürriyet owned a 99.93% stake in Doğan Ofset's share capital of TL 25,000,000.

D&R - AGT acquisition

D&R signed an agreement on August 14, 2014 to purchase a 90% stake in AGT Tanıtım Kâğıt Ürünleri Sanayi ve Ticaret A.Ş. AGT, which has operated in the gifts and toys business since 1995, holds the distribution rights for American Hallmark greeting cards and gifts etc. in Turkey.

Doğan Holding and DYH completed the merger

Doğan Holding "took over" its direct subsidiary DYH in its entirety with all its assets and liabilities, and the resolutions of the Board of Directors of DYH and Doğan Holding regarding this merger had been announced to the public on April 14, 2014. The merger transaction was approved at the Extraordinary General Assembly Meetings of DYH and Doğan Holding, respectively held on August 6, 2014 and August 7, 2014. The merger decision was registered in the Trade Registry on August 26, 2014; hence, DYH was dissolved without liquidation. With a decision dated August 27, 2014, the Board of Directors of Doğan Holding resolved to increase the Holding's issued capital from TL 2,450,000 thousand to TL 2,616,938 thousand, pursuant to the take-over of DYH by Doğan Holding. On August 29, 2014, the Capital Markets

Board approved the issuance certificate for 166,938,288 shares with a nominal value of TL 1 per share, and representing the issued capital increase amounting to TL 166,938 thousand. Regarding the capital increase to TL 2,616,938 thousand, Article 7 of the Articles of Association, entitled "Registered and Issued Capital," was registered in the Trade Registry on September 3, 2014.

Doğan Energy - Second unit of Aslancık HEPP in operation

The second unit of the Aslancık HEPP, with a capacity of 60 MW, commenced electricity generation on September 19, 2014; as a result, the power plant started operating at full capacity.

Hürriyet's Corporate Governance Rating is revised

In its report dated September 24, 2014, SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. assessed Hürriyet's corporate governance rating as 9.30 (92.96%) out of 10.00 (Shareholders: 94.77; Public Disclosure and Transparency: 92.08; Stakeholders: 98.09; Board of Directors: 90.09).

4TH QUARTER

Doğan Holding's Corporate Governance Rating is revised

In its report dated November 5, 2014, SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. upgraded Doğan Holding's corporate governance rating to 9.35 (93.53%) out of 10.00 (Shareholders: 94.36; Public Disclosure and Transparency: 95.70; Stakeholders: 93.92; Board of Directors: 91.23).

Advance dividend payment by Doğan Gazetecilik

Pursuant to the Doğan Gazetecilik Board of Directors decision dated November 7, 2014, after setting aside the necessary legal reserves, the amount of TL 7,872,430 - corresponding to 6.37292% of issued capital - would be distributed as cash advance dividend payment. Advance dividend payment commenced on November 19, 2014.

Establishment of a Venture Capital Investment Trust

Subsequent to obtaining permission from the Capital Markets Board and the Ministry of Customs and Trade, Öncü Venture Capital Investment Trust was established and registered in the Istanbul Trade Registry on December 18, 2014.

Doğan Energy initiates partnership negotiations with Aytemiz Akaryakıt Dağıtım A.Ş.*

On December 25, 2014, the shareholders of Doğan Energy and Aytemiz Akaryakıt Dağıtım A.Ş. ("Aytemiz") initiated negotiations to establish a partnership through the acquisition of Aytemiz shares, so that the operating results of Aytemiz can be presented in Doğan Holding's financial statements in accordance with the full consolidation method.

*Subsequent developments related to the partnership negotiations, which took place after the reporting period, are presented in the Footnotes to the Financial Statements for the period ended on December 31, 2014 (Footnote 36).

2014 AT A GLANCE

BORSA ISTANBUL (BIST) PERFORMANCE

In 2014, Doğan Holding achieved a more effective and efficient corporate structure, and received an upgraded corporate governance rating.

The shares of Doğan Holding and its subsidiaries, referenced below, are traded on the Borsa Istanbul (BIST). The closing stock prices as of December 31, 2014 are presented below:

Doğan Group Companies Listed on BIST	BIST Ticker Symbol	Share Price*	Number of Shares*	Market Cap*
Doğan Şirketler Grubu Holding A.Ş.	DOHOL	TL 0.76	2,617 million	TL 1,989 million
Hürriyet Gazetecilik ve Matbaacılık A.Ş.	HURGZ	TL 0.86	552 million	TL 475 million
Milpa Ticari ve Sınai Ürünler Paz. San. ve Tic. A.Ş.	MIPAZ	TL 0.93	178 million	TL 166 million
Doğan Gazetecilik A.Ş.	DGZTE	TL 1.35	105 million	TL 142 million
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş.	DOBUR	TL 2.55	20 million	TL 50 million
Ditaş Doğan Yedek Parça İmalat ve Teknik A.Ş.	DITAS	TL 7.95	10 million	TL 80 million
Çelik Halat ve Tel Sanayii A.Ş.	CELHA	TL 3.40	17 million	TL 56 million

* Borsa Istanbul closing prices as of December 31, 2014.



DOĞAN HOLDİNG IN BRIEF



A pioneering and innovator role in media, energy, industry and tourism

Doğan Group has been adding significant value to the Turkish economy for over half a century. The foundation of Doğan Şirketler Grubu Holding A.Ş. ("Doğan Holding," "Doğan Group," "Holding" or "Group") were laid when Honorary Chairman Aydın Doğan registered with the Mecidiyeköy Tax Office in 1959 and established his first automotive company in 1961. Today, Doğan Group companies, with their innovative approach and forward-looking vision, play a pioneering role in a diverse range of sectors, which include media, energy and retail, as well as industry, real estate marketing, tourism and financial services.

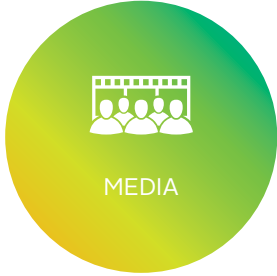
With each boasting a flexible management structure, the Group companies embrace a quality- and customer-focused management approach that is open to change. These companies successfully couple this approach with the other integral components of our corporate culture, namely, transparent communications and effective teamwork. Doğan Holding and all the Group companies adopt and put into practice corporate and ethical values, which set an example for other companies in the business world.

Aiming for global success in all its manufacturing and commercial activities, Doğan Group keeps abreast of domestic and international developments in every business area in which it conducts operations. With its high-quality products and services, the Group operates across a wide geographic region through strategic partnerships with five leading multinational groups.

The well-qualified and highly competent workforce of Doğan Group has been the key factor underlying this success. Providing employment opportunities to more than 20 thousand individuals, 10,780 of whom are employed directly, Doğan Group is one of the country's biggest employers.

2014 AT A GLANCE

DOĞAN HOLDİNG IN BRIEF



MEDIA

PUBLISHING

Doğan Media Group, the owner of Hürriyet, Posta, Fanatik and Hürriyet Daily News newspapers, leads newspaper circulation in Turkey with a 20% market share. The Group is also the leader in magazine publishing, having increased its market share in total magazine circulation to 39% in 2014. Highly respected for its quality-focused service approach, Doğan Dağıtım handles the distribution of two-thirds of Turkey's newspaper circulation and around three-fourths of the country's total magazine circulation. Trader Media East, which operates under the umbrella of Hürriyet, has a strong market position in the classified ads sector in Russia, Ukraine, Belarus, and Kazakhstan. Doğan Dış Ticaret (Doğan Foreign Trade) mainly focuses on the import of newsprint and printing materials.

BROADCASTING

In addition to Kanal D, CNN Türk and tv2 channels that represents the exemplary understanding of innovative, unique and dynamic broadcasting in the sector, Doğan Holding has the radio channels that appeal to mass audience such as Radyo D, CNN Türk Radyo and Slow Türk; and D-Smart Digital platform that includes special thematic channels, all national channels and Turksat satellite channels. The Group also produces TV series, programs and commercials advertisements via D Productions, and engages in music production via DMC. Kanal D Romania, which operates under the Group's umbrella, emerged as a leader in the Romanian television market shortly after it started up operations



ENERGY

DOĞAN ENERJİ YATIRIMLARI SANAYİ VE TİCARET A.Ş. (DOĞAN ENERGY)

Business Areas

Energy production from every source; energy transmission, distribution, wholesale and retail trade in domestic and international markets

Doğan Energy helps meet Turkey's rapidly growing energy needs with significant investments in this sector. Doğan Energy controls a 33% stake in one of the Turkey's largest private sector investments: the Boyabat Dam and Hydroelectric Power Plant (HEPP), which has an installed capacity of 513 MW. In addition, Doğan Group owns a 33% stake in the 120 MW-installed capacity Aslancık Dam and HEPP project. In 2013, Doğan Energy acquired the remaining 75% share of D-Tes Elektrik Enerjisi Toptan Satış A.Ş., thus making the company a wholly owned subsidiary. D-Tes holds a wholesale license in the electricity sector. Galata Wind Enerji A.Ş.'s, which is a subsidiary of Doğan Energy, portfolio also includes Şah WEPP, which has an installed capacity of 105 MW, and Mersin WEPP, which has an installed capacity of 42 MW.

In 2009, Doğan Energy acquired 50% of Gas Plus Erbil Ltd., which has a net interest of 20% in a Northern Iraqi oil exploration field.



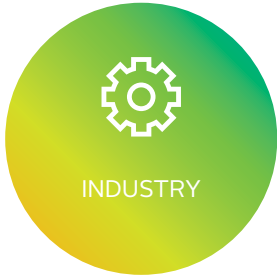
RETAIL

DOĞAN MÜZİK KİTAP MAĞAZACILIK PAZARLAMA A.Ş. (D&R)

Business Areas

Entertainment Retail

Having adopted a quality- and customer-focused approach, D&R operates 146 stores in 25 provinces across the country. The company's product range includes over 150 thousand different products such as books, music, films, magazines, multimedia, consumer electronics, video games, games, hobby products, accessories and stationery.



INDUSTRY

ÇELİK HALAT VE TEL SANAYİİ A.Ş. (ÇELİK HALAT)

Business Areas

Steel wire rope, mechanical spring wire, galvanized wire, patented wire, concrete strand and bead wire manufacturing

Founded in 1962, Çelik Halat is the leading supplier of steel wire rope, mechanical spring wire, galvanized wire, patented wire, concrete strand and bead wire for Turkish industry. The company exports its products to more than 40 countries.

DİTAŞ DOĞAN YEDEK PARÇA VE İMALAT A.Ş. (DİTAŞ)

Business Areas

Designing and manufacturing steering and suspension systems for vehicle manufacturers (OEMs) and the spare parts market (IAM) within the automotive supplier segment

Founded in 1972, Ditaş manufactures both original equipment and spare parts for the automotive supplier industry. The company is Turkey's biggest manufacturer of both original and spare parts. Having established a strong reputation internationally, Ditaş exports its products to 24 countries.

DOĞAN ORGANİK ÜRÜNLER SANAYİ VE TİCARET A.Ş. (DOĞAN ORGANIC)

Business Areas

Organic livestock and dairy products

Turkey's largest producer of organic raw milk, Doğan Organic was founded in 2002. Doğan Organic was established to transform Kelkit and the surrounding region into a hub for organic dairy production and livestock farming. Doğan Organic operates Kelkit Organik Süt Sığırçılığı İşletmesi (Kelkit Organic Dairy Farming Company), which carries out production activities with about 60 employees and 84 contract farmers. Eighty of the contract farmers are engaged in agriculture, and four are involved in livestock breeding. Doğan Organic also operates in the organic dairy products market and is working to become the market leader.



TOURISM

MİLTA TURİZM İŞLETMELERİ A.Ş. (MİLTA)

Business Areas

Hotel, marina and travel agency operations, fleet and daily car rental services, and air taxi transportation

Milta was founded in 1982 to manage Doğan Holding's tourism investments and operations. Operating under Milta, Işıl Club Bodrum is engaged in hotel management while Işıl Tur (Işıl Tour), an IATA-accredited travel agency, sells airline tickets and provides fleet and daily car rental services. Milta Bodrum Marina ranks among the top 10 marinas in the Mediterranean and conducts the company's marina operations. Milta also provides domestic and overseas air taxi transportation services through Milta Havacılık (Milta Aviation). In addition, Milta is engaged in real estate development investments via its subsidiaries Nakkaştepe Gayrimenkul and Kandilli Gayrimenkul.

REAL ESTATE
MARKETING

MİLPA TİCARİ VE SİNAİ ÜRÜNLER PAZARLAMA SANAYİ VE TİCARET A.Ş. (MİLPA)

Business Areas

Real estate marketing

Following a strategic decision made in the early 2000s, Milpa shifted its operations out of a diversified range of sectors, which included automobiles, computers and electronics, to focus solely on real estate. As a result, the company combined an already-strong market position with 35 years of know-how in the real estate sector.

FINANCIAL SERVICES
AND OTHER
OPERATIONS

DD FİNANSMAN A.Ş. (DD MORTGAGE)

Business Areas

Mortgage finance services

DD Finansman A.Ş. (DD Mortgage) is Turkey's first mortgage company. It ranks among the major players in the mortgage market thanks to a robust shareholding structure and customer-focused service philosophy.

DOĞAN FAKTORİNG (DOĞAN FACTORİNG)

Business Areas

Factoring services

With a highly skilled workforce, Doğan Faktoring carries out comprehensive risk analyses for trade receivables, thereby eliminating collection problems customers may encounter. The company also conducts financing operations outside the Group.

ÖNCÜ GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş. (ÖNCÜ VENTURE CAPITAL INVESTMENT TRUST)

Business Areas

Portfolio management including venture capital investments, capital markets instruments, and other asset management and transactions as determined by the Capital Markets Board

Öncü Venture Capital Investment Trust's vision is to realize profitable and sustainable investments across business sectors and industries. The company also aims and to provide services that will improve transparency in society and contribute to the economic welfare of individuals.

2014 AT A GLANCE

OUR SHAREHOLDING STRUCTURE

In 2014, Doğan Holding merged with Doğan Yayın Holding through acquiring in its entirety, with all its assets and liabilities. As a result of this merger, a leaner and a more efficient structure was established, leading to overall cost savings.

Doğan Holding's registered capital ceiling and issued capital as of December 31, 2014 and December 31, 2013 are as follows:

	December 31, 2014 (TL thousand)	December 31, 2013 (TL thousand)
Limit on Registered Capital	4,000,000	4,000,000
Issued Capital	2,616,938	2,450,000

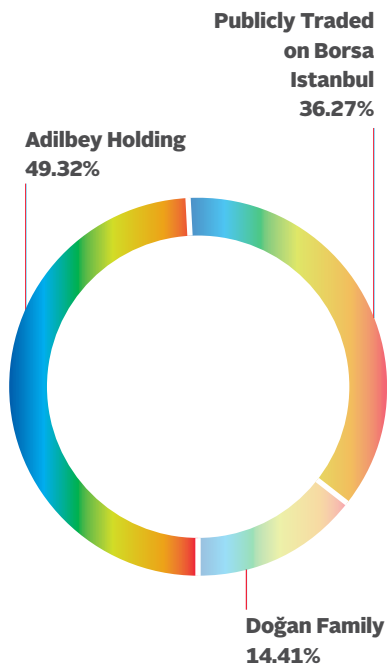
Doğan Holding has no privileged shares.

With the decision made by Board of Directors of Doğan Holding on August 27, 2014, the issued capital of Doğan Holding, which is TL 2,450,000 thousand within the TL 4,000,000 thousand registered capital ceiling, is to be increased to TL 2,616,938 thousand due to the merger which took place under Doğan Holding, through the entire "take over" of Doğan Yayın Holding with all its assets and liabilities being ceased due to dissolution without liquidation by Doğan Holding. The "Issuance Certificates" for a total of 166,938,288 shares with a nominal value of TL 1 each, to be issued to represent the TL 166,938 thousand increased within the scope of the capital increase have been approved by the CMB, and are enclosed on August 29, 2014 Article 7 of the Articles of Association, "Registered and Issued Capital", for the increase of the issued capital to TL 2,616,938 thousand has been registered with the Trade Registry on September 3, 2014.

Doğan Holding's shareholders and the historical values of shares in equity at December 31, 2014 and December 31, 2013 are as follows:

Shareholders	Share (%)	December 31, 2014 (TL thousand)	Share (%)	December 31, 2013 (TL thousand)
Adilbey Holding A.Ş.	49.32	1,290,679	52.68	1,290,679
Doğan Family	14.41	377,126	14.48	354,664
Publicly Traded on Borsa Istanbul ⁽¹⁾	36.27	949,133	32.84	804,657
Issued capital	100.00	2,616,938	100.00	2,450,000

⁽¹⁾According to the Capital Markets Board ("CMB")'s Resolution No: 31/1059 issued on October 30, 2014, amending Resolution No: 21/655 dated July 23, 2010, it is regarded that as of December 31, 2014, 35.42% of shares representing the share capital of Doğan Holding are outstanding (December 31, 2013: 32.36%), based on the Central Registry Agency ("CRA")'s records.



HIGHLIGHTS OF 2014

Doğan Holding's consolidated revenue rose by 7.3% over the previous year, to TL 3,543 million.

As of year-end 2014, Doğan Holding's total assets amounted to TL 6,877,335 thousand. Meanwhile, short-term and long-term liabilities rose to TL 3,967,485 thousand, up by 11% compared with year-end 2013.

In 2014, Doğan Holding's consolidated cash and cash equivalents, and financial investments including blocked deposits totaled TL 2,471,409 thousand (2013: TL 2,813,584 thousand). This decrease in cash resources was mainly due to the Holding's acquisition of new shares representing the capital increase of its subsidiary Doğan Enerji Yatırımları Sanayi ve Ticaret A.Ş. in January 2014, which amounted to TL 175.5 million. In addition, in January 2014, Doğan Holding took over and acquired the shares of its subsidiary Doğan TV Holding A.Ş. (DTVH), which corresponded to 2.49% of the Company's paid-in capital, from Commerz-Film GmbH in cash as a single payment of EUR 62.47 million.

Doğan Holding's consolidated short- and long-term financial debts totaled TL 2,103,185 thousand (December 31, 2013: TL 2,098,387 thousand); other short- and long-term liabilities amounted to TL 781,119 thousand (December 31, 2013: TL 382,547 thousand). While

financial debt remained at the same level, the Holding's other financial liabilities increased; this was due to the amendment of the Share Purchase and Shareholders Agreements, previously signed with Axel Springer Group, on October 2, 2014 (Footnote 17: Notes to the consolidated financial statements for the period ending on December 31, 2014). As of December 31, 2014, discounted total liability related to the DTVH Option Purchase Agreement was TL 781,119 thousand, of which TL 178,490 thousand was reported under short-term other financial liabilities,* and TL 602,629 thousand under long-term other financial liabilities.

Doğan Holding's consolidated revenue rose by 7.3% over the previous year, to TL 3,543,263 thousand. Media revenues dropped by 1.5% in 2014 while retail, energy and other segment revenues increased 32%. As a result, the share of the media segment in total revenue declined to 67.6% (2013: 73.7%).

Due to the decline in gross profit in the media segment, which accounted for the majority of total revenue, Doğan Holding's consolidated gross profit was down by 7.5% in 2014 when compared to the previous year, and amounted to TL 783,654 thousand. In 2014, Doğan Holding's consolidated EBITDA (earnings before interest, taxes, depreciation and amortization) stood at TL 180,996 thousand compared to TL 263,711 thousand in 2013.

Net Other Income from Operating Activities totaled TL 148,363 thousand in 2014 compared to TL 392,520 thousand in 2013. This decrease is due to the drop in fx gains.

In 2014, a loss of TL 40,355 thousand was recorded in Investments Accounted for by the Equity Method; in comparison, the loss posted last year was TL 106,135 thousand. The main reason for this loss is that joint venture companies such as Boyabat and Aslancık hold foreign currency denominated loans. On the other hand, net loss from Investments Accounted for by the Equity Method slightly improved in 2014 because the Turkish lira's depreciation against the US dollar in 2014 (9%) remained lower than prior year (20%).

Meanwhile, Net Income from Investment Activities declined to TL 33,030 thousand (2013: TL 104,866 thousand) primarily due to the goodwill impairment of TL 75,901 thousand set aside for the subsidiary TME. As a result of the increase in fx gains, Net Financial Expense fell from TL 454,991 thousand in 2013 to TL 342,019 thousand in 2014.

According to Doğan Holding's 2014 financial results, net loss attributable to the parent company stood at TL 224,970 thousand, mainly due to the increase in the loss before tax in the media segment.

MEDIA INVESTMENTS

Advertising Sector in Turkey: According to data obtained from the Doğan Holding Media Research Department, the Turkish advertising sector is estimated to have expanded by 12% in 2013, to TL 5,591 million; and by 2.8% in 2014, to TL 5,747 million. Data for 2014 shows that, in particular, the finance, construction and communication industries decreased their total ad spending.

**Subsequent developments related to the exercise of the mentioned option, which took place after the reporting period, are presented in the Footnotes to the Financial Statements for the period ending December 31, 2014 (Footnote 36).*

2014 AT A GLANCE

HIGHLIGHTS OF 2014

Despite a 2% contraction in the magazine advertising market, Doğan Magazine Group increased its market share and maintained its leading position in 2014.

Ad Spending in Turkey (TL million) (January-December)

	2014	2013	Change (%)
Television	3,045	3,008	1.2
Internet	1,034	857	20.7
Newspaper	898	1,006	-10.7
Outdoor	447	404	10.5
Radio	138	133	3.7
Magazine	120	122	-2.1
Cinema	65	60	7.2
Total	5,747	5,591	2.8

TURKEY - AVERAGE DAILY NEWSPAPER CIRCULATION (THOUSAND)

2013 5,077

2014 4,919

DOĞAN MEDIA GROUP - AVERAGE DAILY NEWSPAPER CIRCULATION (THOUSAND)

2013 1,059

2014 971

As in previous years, television captured the majority of the total advertising market with a 53% share in 2014. TV ad spending is estimated to have totaled TL 3,045 million in 2014, up by 1.2% over the prior year.

Newspaper ad spending, on the other hand, was down by 11% to an estimated TL 898 million in 2014. As a result of this contraction, the internet in 2014 passed newspapers to become Turkey's second-largest ad channel.

As in previous years, the internet as an advertising channel maintained rapid growth in 2014, ranking second behind TV with its attracting ad spend. Internet ad spend is estimated to have jumped about 21% in 2014, rising to TL 1,034 million. As a result, internet captured 18% of Turkey's total ad spending.

Newspaper Circulation in Turkey and Doğan Media Group: According to Basın-İlan Kurumu (Turkish Press Advertisement Agency) data, average daily newspaper circulation stood at 4,919 thousand copies across Turkey in 2014, down by 3% compared to the prior year.

In 2014, Hürriyet Group's average daily net circulation amounted to 408 thousand copies (Hürriyet, Radikal and Hürriyet Daily News) while this figure was 563 thousand copies for Doğan Gazetecilik (Posta and Fanatik). Hürriyet newspaper solely accounted for 380 thousand copies (2013: 403 thousand), while Doğan Gazetecilik Group's Posta newspaper realized an average daily net circulation of 400 thousand copies in 2014 (2013: 436 thousand). Doğan Group as a whole achieved an average daily net circulation of 971 thousand in 2014 (2013: 1,059 million), with an estimated market share of 19.7%.

As announced to the public on June 20, 2014, Radikal newspaper, which operates under the Group's subsidiary Hürriyet Gazetecilik ve Matbaacılık A.Ş., replaced its print edition with a digital-only version, commencing June 22, 2014.

Despite an 11% contraction in the overall newspaper advertising market, Doğan Media Group, which is engaged in newspaper publishing, increased market share and remained its leadership position in publishing.

Magazine Circulation in Turkey and Doğan Media Group: According to the analysis performed by Doğan Magazine Group, some 15.8 million copies were sold in the total magazine market in Turkey in 2014. This figure reflects a 14.7% contraction when compared to previous year. The drop in circulation was mainly due to some groups' withdrawal from the magazine market as well as a number of discontinued magazine titles.

Doğan Burda owns a total of 81 titles published at various periods as well as four weekly, 22 monthly and six special-period magazines published during January-December 2014. Doğan Burda is the leader in the Turkish magazine market with 5.6 million copies sold in 2014 (2013: 6.0 million), with a market share of 35%. In 2014, Doğan Burda added new titles to

**TURKEY - MAGAZINE CIRCULATION
(THOUSAND)**

2013	18,496
2014	15,770

**DOĞAN MEDIA GROUP - MAGAZINE
CIRCULATION (THOUSAND)**

2013	6,801
2014	6,227

its portfolio: the bi-monthlies "Headbang" (January 2014) and "Beef and Fish" (April 2014); and the quarterly "Fit Men" (April 2014), "VeggieLife" (April 2014) and "Hotelier" (October 2014) magazines. Including the children's magazines published by Doğan Egmont, Doğan Magazine Group's total sales amounted to 6.2 million copies in 2014 while its market share rose to an estimated 39% (2013: 37%).

Despite a 2% contraction in the magazine advertising market, Doğan Magazine Group, which is engaged in magazine publishing, increased its market share and maintained its leading position in 2014.

National Channels and Digital Platform:

According to TNS Kantar Media data, Kanal D, which is owned by Doğan Holding, achieved an audience share of 9.76% (2013: 10.21%) in All Day/All Audience in 2014, thereby maintaining its position as one of the Turkey's most popular television channels. In fourth quarter 2014, Kanal D's audience share in All Day/All Audience stood at 8.78%; however, it became the leader in Prime Time/All Audience with an audience share of 10.66%.

Media

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	2,468,451	2,520,820	-2
Gross Profit	511,359	658,903	-22
EBITDA ^(*)	105,092	209,014	-50
EBITDA Margin	4.3%	8.3%	-
Profit/Loss Before Tax	-355,263	-163,363	-

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Established in 1999 as a joint venture between Doğan Media Group and Time Warner, CNN Türk serves as an authentic and powerful communication and news platform. The news channel's integrated distribution system combines tablets, mobile platforms, smart TVs, cnntrk.com and 92.5 CNN Türk Radio. According to TNS data, CNN Türk was the most-watched news channel among all others in Prime Time by AB and ABC1 20+ SES groups during the period January-December 2014. The website cnntrk.com also stood out as "Turkey's news portal with the highest number of videos watched" (96 million videos), according to Comscore's 2014 data.

Having commenced broadcasting in August 2012, tv2 rapidly gained a broad audience with a wide range of content appealing to all age groups. Clearly differentiated from other national entertainment channels, tv2 offers popular foreign series, domestic productions, entertainment programs, cartoons, and thematic movies. According to TNS data, tv2 achieved an audience share of 1% in the All Day/All Audience during the period January 1-December 31, 2014.

As of year-end 2014, the digital broadcasting platform D-Smart expanded its Pay TV subscriber base by 2% over the previous year, to 1.05 million. Meanwhile, D-Smart increased the number of ADSL subscribers to 373 thousand, up by 4%.

MEDIA SEGMENT

As Doğan Holding took over Doğan Yayın Holding A.Ş. in its entirety, with all its assets and liabilities (Notes to the Consolidated Financial Statements for the period ending December 31, 2014; Footnote 1), the media segment, under which Doğan Yayın Holding's consolidated financial results are presented, has been divided into two sections: Publishing and Broadcasting.

Consolidated income from media investments (before inter-segment eliminations) dropped by 2%, from TL 2,520,820 thousand in 2013 to TL 2,468,451 thousand in 2014. In addition, the decline in Turkish newspaper ad market by 10.7%, while just 1.2% increase in the television ad market had a negative impact on the Company's ad revenue. As a result, consolidated ad revenue declined by 6.2% compared to last year, to TL 1,176,127 thousand. In 2014, circulation and printing revenue fell 10.9%, to TL 279,506 thousand. However, subscription revenues from the digital platform under broadcasting operations rose 17.5% over the prior year, climbing to TL 447,757 thousand.

The US dollar to Turkish lira exchange rate significantly rose, from 1.90 in 2013 to 2.19 in 2014, on average, with a negative effect on costs and profitability. Due to the fall in consolidated revenue and the increase in costs, gross profit remained lower than the previous year, totaling TL 511,359 thousand (2013: 658,903 thousand). Meanwhile, EBITDA stood at TL 105,092 thousand in 2014.

2014 AT A GLANCE

HIGHLIGHTS OF 2014

With the contribution of D-Tes's operations, consolidated revenue in the energy segment increased 71% to TL 295,922 thousand in 2014, while gross profit totaled TL 49,846 thousand, up by 56%.

Publishing:

In 2014, publishing ad revenue dropped by 6% compared to a year earlier. This was due to the contraction in the domestic ad market and the fall in international ad revenues. The Group's circulation and printing revenue down by 11% from the previous year. The decline was primarily due to Radikal newspaper's decision to continue its publishing operations solely online as of June 22, 2014, and the sale of Doğan Ofset, which was disclosed on July 18, 2014. As a result of the drop in advertising and circulation revenues, consolidated publishing revenue (before inter-segment eliminations) decreased 7% over the prior year, to TL 1,269,754 thousand.

Newsprint, a major cost item for the publishing segment, is imported from the United States, Canada, Northern Europe and Russia. Therefore, global paper prices and the US\$/TL exchange rate have a significant impact on overall costs. The price of newsprint paper was US\$ 708/ton on average in 2013, but rose 1.8% in 2014 to US\$ 720. With the decrease in the number of pages printed, the Group's overall newsprint consumption fell, thereby easing the burden of high paper prices in US dollars, and the negative effects of unfavorable fx rates. For the year, the cost of sales in publishing dropped by 7% while total operating expenses fell 9% compared to 2013.

Publishing

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	1,269,754	1,369,200	-7
Gross Profit	364,147	398,173	-9
EBITDA ^(*)	96,344	100,651	-4
EBITDA Margin	7.6%	7.4%	-
Profit/Loss Before Tax	-145,883	-26,301	-

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Detail of Publishing Revenues

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Publishing Revenues	1,218,286	1,310,752	-7
Advertising	604,345	643,683	-6
Circulation and Printing	279,506	313,641	-11
Other	334,435	353,428	-5

Broadcasting

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	1,198,697	1,151,620	4
Gross Profit	147,212	260,730	-44
EBITDA ^(*)	8,748	108,363	-92
EBITDA Margin	0.7%	9.4%	-
Profit/Loss Before Tax	-209,380	-137,062	-

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Detail of Broadcasting Revenues

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Broadcasting Revenues	1,177,180	1,121,180	5
Advertising	571,782	609,836	-6
Subscription	444,757	378,365	18
Other	160,641	132,979	21

The decrease in costs and operating expenses countered the negative effects of the decline in sales; as a result, publishing EBITDA dropped slightly by 4% in 2014, to TL 96,344 thousand.

Broadcasting:

Consolidated broadcasting revenue (before inter-segment eliminations) totaled TL 1,198,697 thousand in 2014, up by 4% year-on-year.

In 2014, broadcasting ad revenue fell 6% compared to last year. Digital platform subscription revenues, included in this segment, increased 18% over the prior year to TL 444,757 thousand, accounting for a 38% share in total broadcasting revenue.

EBITDA amounted to TL 8,748 thousand in 2014, mainly due to lower ad revenues and rising programming costs.

Energy

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	295,922	173,428	71
Gross Profit	49,846	31,869	56
EBITDA ^(*)	43,620	49,175	-11
EBITDA Margin	14.7%	28.4%	-
Profit/Loss Before Tax	-65,547	-208,042	-68

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Retail

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	514,691	409,967	26
Gross Profit	196,954	156,765	26
EBITDA ^(*)	18,811	16,761	12
EBITDA Margin	3.7%	4.1%	-
Profit/Loss Before Tax	14,905	12,286	21

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Other

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Consolidated Revenues	408,215	345,212	18
Gross Profit	124,479	82,442	51
EBITDA ^(*)	13,473	-11,238	-
EBITDA Margin	3.3%	-3.3%	-
Profit/Loss Before Tax	136,276	309,145	-56

^(*) EBITDA has been calculated by Doğan Holding. Segment revenues and EBITDA indicate the figures before inter-segment elimination.

Detail of Other Revenues

(TL thousand)	January 1- Dec. 31, 2014	January 1- Dec. 31, 2013	YoY Change (%)
Other Segment Revenues	363,376	305,582	19
Industry	226,548	184,208	23
Tourism	66,297	50,407	32
Other	70,531	70,967	-1

ENERGY SEGMENT

Consolidated revenues and EBITDA in the energy segment are composed of the production from wind power plants and electricity trade.

The operations of Doğan Energy's wholly owned subsidiary D-Tes Elektrik Enerjisi Toptan Satış A.Ş., which is engaged in

wholesale and retail electricity sales, are presented under the energy segment. The electricity generated at Bandırma and Mersin WEPPs, owned by Galata Wind A.Ş., was sold through D-Tes in 2014.

With the inclusion of D-Tes' operations, consolidated revenue in the energy segment increased 71% to TL 295,922 thousand

in 2014, while gross profit climbed to TL 49,846 thousand, up by 56%. As the operations of D-Tes expanded during the period, marketing, sales and distribution expenses also increased; as a result of this, EBITDA stood at TL 43,620 thousand.

Joint venture companies Boyabat and Aslancık are consolidated through the equity; method therefore, their profit/losses are presented under Investments Accounted for by the Equity Method in the income statement of the energy segment. In 2014, a loss of TL 53,119 thousand was recorded from Investments Accounted for by the Equity Method in the energy segment; in comparison, the loss posted in the same period a year earlier was TL 119,121 thousand. The primary reason behind this loss is that the joint venture companies' foreign currency loans. As a result, energy segment reported a loss before tax of TL 65,547 thousand.

RETAIL SEGMENT

The business activities of Doğan Müzik Kitap Mağazacılık ve Pazarlama A.Ş. ("D&R") are presented under the retail segment.

In 2014, consolidated retail revenue rose 26% year-over-year to 514,691 thousand while gross profit increased 26%, to TL 196,954 thousand. Although the additional marketing, sales and distribution expenses that were incurred due to new store openings caused an increase in overall operating expenses, EBITDA rose 12% to TL 18,811 thousand.

OTHER SEGMENT

The other operations section includes the business activities of the subsidiaries operating in the trade, industry, tourism, agriculture, factoring and distribution sectors. In 2014, consolidated revenues increased 18% to TL 408,215 thousand while EBITDA amounted to TL 13,473 thousand. The Industry segment captured the highest share in total revenue, at 62%; in addition, this segment's revenue increased 23% in 2014.

OPERATIONS

MEDIA



Doğan Media Group's Hürriyet, Posta, Fanatik and Hürriyet Daily News newspapers lead the industry with their innovative projects.

PUBLISHING/NEWSPAPER PUBLISHING

Doğan Media Group's Hürriyet, Posta, Fanatik and Hürriyet Daily News newspapers lead the industry with their innovative projects. Turkey's top-selling newspaper, Posta, maintained this title in 2014 as well. In addition, Hürriyet is positioned as one of the most reputable and reliable newspapers in the country with an objective journalism approach that appeal to a large audience. As of year-end, Doğan Media Group maintained its leading position with a 20% market share in total newspaper circulation. According to the Readership Survey conducted by the Press Monitoring and Research Agency (BİAK),* Posta, Hürriyet and Fanatik newspapers hold the top three places in terms of total reach; meanwhile, 48% of all newspaper readers preferred Doğan Group newspapers.

Hürriyet

Hürriyet has been the symbol of good journalism and reliability in the Turkish press, demonstrating an ethical and modern approach to journalism since its inception in 1948. Hürriyet opens new windows in the lives of readers with an unique journalistic approach, rich content and supplements that reflect the richness of life today. Hürriyet also offers special,

targeted channels to advertisers through its supplements. According to BİAK data,* Hürriyet reaches 1.6 million readers daily with its print edition, and more than 10 million people via the web, mobile phones, tablets and social media.

Posta

Since its launch in 1995, Posta has appealed to a wide audience with its rich content and dynamic journalism approach. In 2014, it has maintained the title of "Turkey's best-selling and most-read newspaper." According to BİAK data,* Posta has an average daily readership of 2.5 million—by far the highest reach in the sector.

Fanatik

Since its founding 19 years ago, Fanatik has been closely followed by sports fans of all ages and from all walks of life with its high quality sports journalism. Fanatik is differentiated by a wide variety of applications available to readers, including e-gazette, live web TV, smart mobile phones, tablets, social media and live score; the newspaper has become a true pioneer in this area. With an average daily readership of 1.6 million, Fanatik has moved up to third place in the rankings, according to BİAK data.*

* BİAK (Press Monitoring and Research Agency) 3.-6. cumulative data for the period September 1, 2013-August 31, 2014.



Hürriyet Daily News

Established on March 15, 1961 with the slogan “The World’s Window on Turkey,” and acquired by Doğan Group on January 20, 2000, Hürriyet Daily News has been the pioneering and leading English-language news source for Turkey and the region. Having witnessed 53 years of history, Hürriyet Daily News is the most well established English-language newspaper in Turkey, constantly undergoing updates and maintaining its dynamism. Hürriyet Daily News is a popular newspaper in both print and online, and continues to serve as a major news source for Turkey and the region.

TME

As of year-end 2014, Hürriyet held a 78.57% stake in the capital of Trader Media East Ltd. (“TME”), which was acquired in 2007. TME is the leading online and print classified ads provider operating in Russia, Ukraine, Belarus, and Kazakhstan. TME owns some of the most popular media brands in Russia, such as Iz Ruk Ruki and lrr.ru, Russia’s leading classifieds website.

PUBLISHING/MAGAZINE AND BOOK PUBLISHING

Doğan Burda Magazine

Doğan Burda, operating under the name Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. since July 2005, is the leader of the Turkish magazine publishing sector with publications offering authentic and creative content. Doğan Burda owns a total of 81 titles, including 49 magazines published at various periods as well as four weekly, 22 monthly and six special-edition magazines. Despite the contracting market, Doğan Burda maintained its successful track record in magazine publishing with 5.6 million copies sold in 2014. In addition, the company increased its market share in total magazine circulation to 35%.

Doğan Burda continued to invest in magazine publishing and introduced well-respected publications to the Turkish media in 2014.

Doğan Egmont

Established in 1996 as a joint venture company between Doğan Group and Egmont, a well-established media conglomerate based in Scandinavia, Doğan Egmont is Turkey’s leading book and

magazine publisher. It offers a wide range of publications that appeal to readers of all ages and interests.

Embracing the philosophy that “Reading is the future,” Doğan Egmont significantly contributes to the personal development of children and young people with more than 1,000 children’s books and 23 magazines in its portfolio. Doğan Egmont publishes the books and magazines of internationally renowned publishers such as Disney, Mattel, Nickelodeon, Hasbro, Harper Collins and Scholastic as well as children’s books written by esteemed authors in Turkey and worldwide.

Doğan Kitap

Doğan Kitap publishes outstanding works of Turkish literature as well as the best examples of contemporary world literature in Turkish. Doğan Kitap maintains its strong market position in literature by publishing books that top best-seller lists and that have recorded high sales figures.

Dergi Pazarlama Planlama (DPP)

DPP conducts operations in magazine marketing and planning while maintaining unrivaled leadership and a strong reputation in the sector thanks to its foreign partnership and effective investments.

OPERATIONS

MEDIA



With 194 main dealers, and an effective and powerful organization, Doğan Distribution has the widest-reaching network, delivering fast, secure and full service to every corner of Turkey.

PUBLISHING/NEWS AGENCY

Doğan Haber Ajansı (DHA)

Doğan News Agency ("DHA") was established in 1999 with the extensive know-how of Mil-Ha and Hürriyet News Agency of Doğan Group. Since its founding, DHA has provided reliable and high quality news, images, and photographs to the Turkish media with its professional and experienced reporters, cameramen and live broadcast teams. Embracing the slogan "Only News, Just in Time," DHA delivers accurate and timely news to subscribers with a commitment to objectivity. DHA acts in line with Doğan's Media Code of Conduct, based on the fundamental principles of journalism. DHA reports developments in Turkey and the region to the world, serving as an important source of news for the international press.

PUBLISHING/PRINTING, DISTRIBUTION AND FOREIGN TRADE

Doğan Dağıtım (Doğan Distribution)

Operating with seven regional offices, 194 main dealers, and an effective and powerful organization, Doğan Distribution has the widest-reaching network and delivers fast, secure and comprehensive services to every corner of Turkey. Doğan Distribution carries out nationwide distribution of 25 national and 16 regional newspapers, 17 weekly, three biweekly, 130 monthly, 253 bi-monthly and longer-period domestic magazines, as well as 849 foreign publications.



Doğan Printing Center

Doğan Printing Center ("DPC") is Turkey's largest printing center. With state-of-the-art production techniques, adaption of new technologies, modern equipment and high production capacity, DPC is also internationally renowned for its service quality and sector leadership. DPC prints the weekly, monthly and periodical magazines of Doğan Media Group's newspapers, as well as non-Group newspapers and their supplements on a contract basis, at its facilities located in six cities in Turkey and Germany.

Doğan Media International

Established in 1999 to run Doğan Media Group's operations in Europe, Doğan Media International coordinates the publishing activities of Hürriyet newspaper in Europe. Hürriyet has been reporting and publishing news from Turkey and Europe for half a century, connecting nations and communities. Hürriyet's printing facility located near Frankfurt prints 30 publications in seven different languages and for four continents.

In addition to Hürriyet newspaper, the printing center also prints international daily business and financial newspapers, including the German editions of The Wall Street Journal and The Financial Times; the American daily Stars and Stripes; the regional editions of Bild, which has the



highest circulation in Germany; Sport-Welt, Germany's leading equestrian newspaper; and the Arabic newspaper Asharq Al-Awsat. Other periodical publications printed by Doğan Media International include Info&Tips, from Poland; the China Daily; Japanese brands Asahi, Yomiuri and Nikkei; and The Security Times and New Europe, both considered important source by many opinion leaders. With these publications, the facility prints over 350 thousand newspapers daily.

Doğan Dış Ticaret (Doğan Foreign Trade)

Doğan Foreign Trade is mainly engaged in the import of paper and molding materials used in printing. The company also distributes paper, cardboard and packaging materials; imports digital products (e.g. satellite receivers, modems); and serves as a global supplier for the retail market.

Much of Doğan Foreign Trade's business activities is geared towards the publishing sector, including newspapers, magazines and books. As positive developments are taking place in the packaging and cardboard sector, another important business area for the company, Doğan Foreign Trade is expanding its activities in this sector.

Moreover, Doğan Foreign Trade is undertaking efforts to expand its business volume in the global supply of various products sold by retailers.



BROADCASTING/TELEVISION BROADCASTING

Kanal D

Having adopted a management approach that open to change, Kanal D appeals to a wide range of audiences with its authentic and creative initiatives, and rich and vibrant content. According to TNS A.Ş. data, Kanal D achieved an audience share of 10.77% in All Day/AB SES, and a share of 9.76% in All Day/All Audience during the period January 1-December 31, 2014. Kanal D's audience share in Prime Time/AB SES and Prime Time/All Audience stood at 12.16% and 11.05%, respectively.

CNN Türk

CNN Türk established on October 11, 1999 as a joint venture between Doğan Media Group and Time Warner. CNN Türk is the first national CNN channel managed outside the station's Atlanta headquarters and the first to offer 24-hour news coverage in another national language. Moreover, CNN Türk is Turkey's first television channel founded via an international partnership.

With news bulletins and varied programming on sports, entertainment, daily life and the economy, CNN Türk is an excellent example of objective, impartial and principled news broadcasting. CNN Türk programs are simultaneously broadcast on 92.5 CNN Türk Radio. Meanwhile, CNN Türk's mobile applications enable access to live broadcasts via all platforms and social media.

tv2

With a wide range of content and programming that includes foreign and domestic TV series, movies and documentaries, tv2 is clearly differentiated as Turkey's new entertainment channel that appeals to a broad audience across all age groups. According to TNS A.Ş. data, tv2 achieved an audience share of 1% in All Day/AB SES and All Day/All Audience during the period January 1-December 31, 2014. The channel's audience share in Prime Time/AB SES and Prime Time/All Audience stood at 0.85% and 0.77%, respectively.

Dream TV

Launched in 2003 with the slogan, "Follow Your Dreams," Dream TV broadcasts the latest pop music videos, alternative Turkish music videos and special music documentaries. The channel also provides live broadcasts from music festivals and concerts. In 2004, with the "Native Language of Music" slogan, Dream Türk also gained the appreciation of music lovers with its Turkish pop video clips and special programming that appeal to a wide range of audiences.

OPERATIONS

MEDIA



Renowned for its pioneering projects in Turkey's radio broadcasting industry, Doğan Radio Group launched the new brand radyonom.com in 2014.



BROADCASTING/EUROPE OPERATIONS

Kanal D Romania

As the face of Kanal D in Romania, Kanal D Romania started broadcasting in 2007 with a national broadcast license. The channel received widespread acclaim with its original broadcasting approach and became one of Romania's most watched television channels shortly after its launch.

Euro D

Euro D was founded in 1996 to bring the latest news from Turkey to Turkish people living abroad; in a short time, it became a channel closely followed by a wide audience of Turkish speakers in Europe. Euro D offers a rich variety of programming, from news to TV magazine, entertainment to health.

BROADCASTING/ RADIO BROADCASTING

Radyo D

One of Turkey's first national radio stations, Radyo D broadcasts Turkish pop music via fully digital systems at world-class standards. Radyo D continues to reach its listening audience through the D-Smart digital platform, Türksat satellite, terrestrial broadcasting network, internet broadcasts, radyonom.com, and tablet and mobile applications.

Slow Türk

Established to offer the best love songs to Turkish listeners, Slow Türk has become one of the most-popular radio channels in the country with beautiful, romantic music aired round-the-clock. Slow Türk Radio reaches its audience through digital platforms, Türksat satellite, terrestrial broadcasting network, internet broadcasts, tablet and mobile applications.

CNN Türk Radyo

Aired 24 hours a day on 92.5 FM, CNN Türk was established as a joint venture between CNN Türk, Doğan Group and Time Warner. The broadcast stream of the TV channel CNN Türk is aired live on CNN Türk Radio to the radio audiences with a professional journalism approach.

radyonom.com

Renowned for its pioneering projects in Turkey's radio broadcasting industry, Doğan Radio Group launched the new brand radyonom.com in 2014.

With a user-friendly interface, radyonom.com is a digital radio platform featuring a variety of radio stations that play different genres of music.



BROADCASTING/TV AND MUSIC PRODUCTION

D Productions

One of the leading production companies in Turkey, D Productions was founded under the name ANS International in 1992 and joined the Doğan TV Holding family in 1998. Since 2005, the company has operated as D Yapım Reklamcılık ve Dağıtım A.Ş., producing TV series, programs, movies and providing movie distribution services. Additionally, Kanal D Home Video, owned by D Productions, offers a wide range of films for those who want to enjoy cinema-quality movies at home.

Doğan Music Company (DMC)

In 2014, DMC, the music industry leader, held a 25% market share in total CD sales in Turkey. Together with its partners Seyhan, Emre and GNL, it accounted for 45% of all digital music sales in the country in 2014.

BROADCASTING/DIGITAL PLATFORM

D-Smart

Operating under Doğan TV Holding since 2007, D-Smart figures among Turkey's leading digital broadcasting platforms. D-Smart continuously develops and enriches its content and service packages in line with changing market dynamics. D-Smart offer users HD-quality movie and entertainment channels, 12 different

documentary channels including National Geographic and Discovery, all the various national channels, and satellite channels broadcasting on Türksat; a total of 240 channels, of which 62 are HD quality.

Growing with its investments at the intersection of internet and digital broadcasting technologies, D-Smart has closely monitored evolving market dynamics and customer needs; as a result, it began to provide internet services under the Smile brand in 2010. D-Smart is the first DTH (direct to home) platform in Turkey that offers double play (TV and internet services) in a single package and with a single invoice.

In addition to the services provided via satellite, since 2013 D-Smart has offered live TV and content access services via the internet with the D-Smart BLU application. Always aiming to provide diversified services to subscribers, D-Smart enables access to its rich content via computers, smart phones and tablets with the D-Smart BLU.

As of year-end 2014, D-Smart expanded its Pay TV subscriber base to 1.05 million while increasing the number of ADSL subscribers to 373 thousand.

ONLINE PLATFORM/ONLINE AD MARKETING

Doğan internet Yayıncılığı ve Yatırım A.Ş. (MedyaNet)

MedyaNet, Turkey's leading online advertising marketing company, provides a range of services in display, mobile, online video, performance-driven digital marketing and social media.

Working in collaboration with Turkey's leading publishers, MedyaNet identifies advertising spaces in internet-based communication channels and offers them to advertisers. MedyaNet manages the entire process of advertisements, including publishing, reporting and performance management.

ONLINE PLATFORM/NEWS PORTALS

hurriyet.com.tr

Hürriyet aims to maintain market leadership in both publishing and online journalism. Launched on January 1, 1997, hurriyet.com.tr was among the first online newspapers in Turkey. Since October 2000, the website has expanded from simply hosting the online edition of Hürriyet newspaper into providing 24/7 news broadcasts. Having been transformed into a full-service news platform in May 2014, hurriyet.com.tr continues to be the leader in the Turkish digital world. The website's innovative initiatives in mobile application and e-gazette coupled with a pioneering approach to social media set hurriyet.com.tr above the competition.

OPERATIONS

MEDIA



H rriyet aims to maintain market leadership in both publishing and online journalism. Launched on January 1, 1997, hurriyet.com.tr was among the first online newspapers in Turkey.

In 2014, hurriyet.com.tr maintained a leading position in digital publishing, with an average of 2.8 million* visitors daily and 38 million* visitors per month. hurriyet.com.tr is also popular on social media, and ranks among Turkey's top news websites with the most shared content.

In May 2014, hurriyet.com.tr began to offer registered members new features such as news personalization, messaging, sharing and communicating with writers; in effect, the website has evolved into a comprehensive social news platform. With this application, which is a first-of-its-kind in both Turkey and the world, hurriyet.com.tr registered 1 million members by the end of 2014.

Aiming to offer users access across all devices, H rriyet became the first Turkish news application on Microsoft xBox One and introduced new H rriyet mobile application to users in December 2014. hurriyet.com.tr reaches readers via all channels and has significantly increased the number of its followers on social media.

In 2014, H rriyet took its offerings to the next level by adding innovative interactive features to e-gazette, which is accessible via tablet and other mobile devices. H rriyet's e-gazette application was downloaded on approximately 187,000* mobile devices as of 2014-end.

posta.com.tr

posta.com.tr launched in 2009 to offer the rich content of Posta newspaper to online readers. Ranking among Turkey's top news websites, posta.com.tr received an average of 4.8 million unique visitors monthly in 2014; meanwhile, the mobile website received an average of 308 thousand visitors per month (Gemius, December 2014). posta.com.tr reaches 193 thousand followers on Facebook, and 51 thousand followers on Twitter.

fanatik.com.tr

fanatik.com.tr, the country's leading sports website, revamped its mobile version and live score applications in 2014. fanatik.com.tr received an average of 7.6 million unique visitors monthly, and more than 220 million page views in 2014 (Gemius, 2014). Presenting high quality sports news coupled with a unique approach to journalism, fanatik.com.tr's mobile website counted nearly 3 million users in December 2014 (Gemius, December 2014). fanatik.com.tr prioritizes social media engagement; it has 1.7 million followers on Facebook, and 370 thousand followers on Twitter.

radikal.com.tr

Radikal, the pioneer of innovation in Turkish media, is the first choice for readers who seek an independent source of in-depth information on a wide range of topics, from politics to technology, culture and arts, to automotive.

* As of March 24, 2014, H rriyet Gazetecilik ve Matbaacılık A. . commenced analyzing Google Analytics data. Monthly averages represent the period April 1-December 31, 2014, and daily averages represent the period March 25-December 31, 2014.

** 2014 data for the website www.appannie.com represents all of Turkey.



Since October 2010, Radikal has been published under the umbrella of Hürriyet Group. After extensive researches, Radikal elected to adopt a “digital first” strategy. As of December 2013, Radikal became a digital newspaper with an innovative, simpler design that enables faster navigation. In June 2014, Radikal decided to go “online-only,” and became Turkey’s most effective and social digital newspaper.

Thanks to its pioneering mobile application, Radikal has more mobile followers than the competitors. Ranking among Turkey’s top news websites with the biggest social media following and the highest sharing rates, Radikal garners utmost respect and admiration from readers with news coverage under the RadikaList section. Radikal received an average of 774 thousand visitors daily, 12.5 million visitors per month, and 139 million page views* in 2014.

hurriyetdailynews.com

Enriched with blogs and extensive social network integration, hurriyetdailynews.com provides readers the most up-to-date, accurate news on a wide range of topics, from politics to arts, economy to technology, sports to everyday life. With its Facebook and Twitter accounts, Hürriyet Daily News has a strong social media presence, and is rapidly moving towards its goal of further broadening the audience base via mobile apps and social media tools.



ONLINE PLATFORM/TV AND CONTENT

cnnturk.com

Providing speed, high quality and reliability, CNN Türk plays a leading role in online journalism with cnnturk.com and effective use of its social media accounts. According to Google Analytics December 2014 data, cnnturk.com received 7 million unique visitors monthly and over 100 million page views per month. The website’s overall visitor traffic and total page view increased during the year. Achieving a five-fold increase in visitor traffic, cnnturk.com was the fastest-growing news website in 2014.

Consistently improved and constantly updated, cnnturk.com enables access to CNN Türk content via all channels thanks to a strong social media presence and applications that are compatible with mobile devices of all brands/models.

kanald.com.tr

Having maintained the title of the “Most-clicked internet TV website in Turkey” for many years, kanald.com.tr received 8 million unique visitors and over 90 million page views monthly, according to December 2014 data from Google Analytics.

During the year, a total of 604 million videos were viewed on kanald.com.tr, delivering a user-friendly experience with an entirely revamped design and a platform that supports all types of mobile devices.

Boasting more than 15 million followers, Kanal D continued social media communications in 2014 via its corporate social media accounts.

ONLINE PLATFORM/CLASSIFIED ADS

arabam.com

Turkey’s pioneering classified automobile ads website in Turkey, arabam.com received an average of 3.3 million unique visitors and 87 million page views monthly, according to December 2014 data by Gemius. In addition, the mobile website received 1.7 million visitors in December 2014. arabam.com, having launched a new design in December 2013, boasts about 402 thousand followers on Facebook.

hurriyetemlak.com

Launched in 2006 as Hürriyet newspaper’s online real estate platform, hurriyetemlak.com is a real estate portal that collects the entire sector on a comprehensive website. With an extensive ad portfolio, up-to-date news, innovative products and projects, the website stays abreast of developments in the real estate sector. As of year-end 2014, hurriyetemlak.com had 2 million unique visitors monthly.*

hurriyetoto.com

Hurriyetoto.com is a rapidly growing platform for the automotive sector. In 2014, the website increased both visitor numbers and ads placed over the previous year.

* Calculated according to Google Analytics 2014 data.

** Comscore, December 2014.

OPERATIONS

MEDIA



Ranking among the leading career websites, yenibiris.com closely monitored new technology developments in 2014.



yenibiris.com

Ranking among the leading career websites, yenibiris.com closely monitored new technology developments in 2014. According to December 2014 data by Comscore, yenibiris.com was the second most-visited career and development website in Turkey.

ekolay.net

Launched in 2014, ekolay.net became a popular resource for the service sector, featuring more than 11,000 companies.

ONLINE PLATFORM/FAMILY AND SOCIAL

hurriyetaile.com

With a new site design and a strong team of writers and experts, hurriyetaile.com tackles the concept of family from diverse perspectives, and features content in various areas of interest. hurriyetaile.com provides users with a wide range of topics that include relationships, shopping, pregnancy and health. As of year-end 2014, the website attracted 2.7 million* visitors annually.

mahmure.com

Acquired by Hürriyet Internet Group in November 2012, mahmure.com received an average of 2.9 million** unique visitors monthly during 2014. Together with Hürriyet Aile and Kelebek, mahmure.com constitutes Turkey's largest lifestyle network.

ONLINE PLATFORM/OTHER

yakala.co

Operating in the group-buying segment, yakala.co offers numerous deals in various areas such as tourism, entertainment, beauty, cultural activities, dining and more. yakala.co continued to be an effective advertising channel for companies and brands in 2014. Making a difference in the sector with an innovative structure, yakala.co maintained market leadership by achieving high growth in 2014.

bigpara.com

Acquired by Hürriyet Internet Group in November 2012, bigpara.com received 3.3 million visitors monthly** during 2014. bigpara.com signed a secondary distribution agreement with BIST (Borsa İstanbul) in 2014, and continues to provide real-time stock quote services to users. With new sections, increased functionality and an advanced technical infrastructure, bigpara.com is Turkey's largest personal finance portal.

* Google Analytics - December 2014.

** Calculated according to Google Analytics 2014 data.

ENERGY



DOĞAN ENERJİ YATIRIMLARI SANAYİ VE TİCARET A.Ş. (DOĞAN ENERGY)

Active in the energy sector for nearly 20 years, Doğan Holding considers energy investments as one of its core business areas. To this end, Doğan Energy was established in 2000 to engage in production, transmission, distribution, domestic and international wholesale and retail trade of energy from any source and to realize investments in Turkey and the region.

Doğan Energy owns 33% of Boyabat Elektrik Üretim ve Ticaret A.Ş. The license of the Boyabat Dam and HEPP project was obtained from the Energy Market Regulatory Authority (EMRA) on November 13, 2007. Construction was completed and the project became operational at full capacity in December 2012. Having 513 MW of installed capacity, the Boyabat project is expected to generate about 1.5 billion kWh of electricity per annum. With this investment, one of Turkey's largest private sector power plant investments, Doğan Energy started to help meet the growing energy needs of the country.

The first and the second units of the Aslancık HEPP project, each with a capacity of 60 MW, were commissioned on March 2014 and September 2014, respectively. The power plant is now operating at full capacity. With a total installed capacity of 120 MW, the Aslancık Dam and HEPP project is situated on Harşit Brook within the town limits of Doğankent and Tirebolu in Giresun province in the eastern Black Sea region. Doğan Holding has a 25% stake in the project while Doğan Energy holds an 8.33% share. The project's electricity generation license was received from EMRA on March 20, 2008. The project is expected to generate 418 million kWh of energy on an annual basis.

The installed capacity of Mersin WEPP, which was added to the Group's energy portfolio in 2012, was increased to 42 MW, up from 33 MW, in February 2013. In addition, Şah WEPP's installed capacity was increased from 93 MW to 105 MW in May 2013.

Doğan Energy increased its stake from 25% to 100% in D-Tes Elektrik Enerjisi Toptan Satış A.Ş. by purchasing the remaining 75% shares in 2013. Through D-Tes Elektrik Enerjisi Toptan Satış A.Ş., which holds an electricity wholesale license, Doğan Energy continues to increase its portfolio in electricity wholesale and retail sale day by day.

The Group also has a 20% net interest in oil exploration and production activities in Northern Iraq through a joint venture company, Gas Plus Erbil. In 2014, oil production activities continued at one well in Bastora and two wells in the Benenan oil fields. While some of the oil extracted from these fields is exported, most is sold on the domestic market. Production tests performed at the Erbil-2 well in 2014 yielded positive results, and indicated reserves across the Benenan oil field. In 2015, the company plans to drill an additional vertical well and complete engineering work for Phase-1 and Phase-2 development. Since the regional conflicts in Iraq from June 2014 have occurred beyond the boundaries of the Regional Government, they have not hindered the company's oil operations.

OPERATIONS

RETAIL



Founded in November 1996, D&R opened its first store in 1997, in Erenköy, Istanbul. As of year-end 2014, D&R had 146 stores, with a total sales area of 58 thousand square meters.

DOĞAN MÜZİK KİTAP MAĞAZACILIK VE PAZARLAMA A.Ş. (D&R)

D&R, the retail sector investment of Doğan Holding, offers a unique service concept in hobby and culture retailing across a wide geographic area. D&R aims to encourage everyone to discover, enjoy and share the world of culture and entertainment more frequently and conveniently. The retailer creates a world that enriches every moment of life by drawing people together around a common platform.

Founded in November 1996, D&R opened its first store in 1997, in Erenköy, Istanbul. As of year-end 2014, D&R operated 146 stores, with a total sales area of 57,950 square meters. D&R stores, located on the busiest streets and in modern shopping malls, are visited by an average of 2.5 million customers monthly, and offer more than 150 thousand varieties of products for sale.

D&R fulfills an important social responsibility by motivating the public to read books, listen to music and watch films. D&R stores offer a wide range of products, from books to music, movies to electronics, games to hobbies, souvenirs to stationery. Admired by customers with their extensive product

selection as well as appealing cultural events, D&R stores also contribute to the cultural development of visitors by reserving designated areas for reading and hosting book signing days with famous authors.

D&R's online stores - dr.com.tr and idefix.com.tr - receive 3 million unique visitors per month. Doğan Holding plans to further expand D&R's footprint by investing in new stores, thus bolstering the market leader's retail network.

Closely monitoring innovations in the rapidly developing sector, D&R plans to continue growing by seizing profitable investment opportunities. In 2014, D&R acquired AGT Tanıtım Kâğıt Ürn. San. ve Tic. A.Ş. ("AGT"), which has sold gifts and toys since 1995. AGT holds the distribution rights of American Hallmark greeting cards and gifts, as well as for other products such as Top Model, Nici, Carte Blanche, History & Heraldry, Paper Island and Santoro in Turkey.

D&R plans to continue investing in both e-commerce and retail stores to maintain its market leading position and increase brand awareness.

INDUSTRY



ÇELİK HALAT INCOME STATEMENT SUMMARY

(TL thousand)	2014	2013	Change (%)
Net Sales	156,987	131,942	19
Gross Profit	23,563	21,508	10
Operating Profit/Loss ^(*)	9,570	9,315	3
EBITDA	13,785	13,026	6
Net Profit/Loss	7,824	-608	-

^(*) Operating Profit/Loss is before other income/expenses from operating activities.

Shareholders	Share (TL)	Share (%)
Doğan Şirketler Grubu Holding A.Ş.	12,985,657	78.70
Free float on the BIST and other	3,514,343	21.30
Total	16,500,000	100.00

ÇELİK HALAT VE TEL SANAYİİ A.Ş.

As one of Doğan Group's oldest industrial investments, Çelik Halat was founded in 1962 in order to meet the high carbon steel wire and rope needs of the country; the company became operational in 1968. Çelik Halat is registered by the Capital Markets Law, and the company's shares have been listed on Borsa İstanbul since January 10, 1986.

The ropes and wires produced by Çelik Halat have been used securely in cranes, construction, oil and mining industry, ships, elevators, transportation vehicles, agricultural vehicles and many other areas for many years. Continuously improving

and growing since the day it was founded, Çelik Halat manufactures steel wire ropes, industrial galvanized wires, industrial spring wires, bead wires and concrete strands.

Çelik Halat is positioned as a strong, leading brand and the number one Turkish manufacturer in the industry in terms of industrial know-how, organizational structure and sales volume. Çelik Halat achieves a large sales volume in every operating region thanks to its quality-oriented products and services.

The company formulates strategies to transfer its domestic market success to the international arena and increase exports. To this end, Çelik Halat explores and evaluates

various cooperation opportunities including acquisitions and strategic partnerships with companies operating in Europe.

The company has had TSE EN ISO 9001:2008 Quality Reliability and environmental safety certification such as ISO 14001 and OHSAS 18001 for many years. In addition, Çelik Halat holds API logo usage permission with its quality approved by the American Petroleum Institute, the world's leading oil industry organization, along with "Red Vein" Trademark Registration Certification and Lyods quality certifications. Çelik Halat is also the only Turkish company that actively participates in the EWRIS (European Steel Wire Ropes Manufacturers Federation), CET (European Wire Manufacturers Committee) and ESIS (European Concrete Strand Manufacturers Association) organizations.

The company completed its investments to increase the production capacity of high value-added rope at the end of March 2013; thanks to these investments, total rope sales grew during the reporting year. In 2014, Çelik Halat recorded all-time high sales volumes in wire and concrete strand. During the year, the company's total production climbed to 59,527 tons, up by 6% compared to 2013. In addition, Çelik Halat's total sales volume rose to 60,676 tons, up by 10%.

OPERATIONS

INDUSTRY



DİTAŞ INCOME STATEMENT SUMMARY

(TL thousand)	2014	2013	Change (%)
Net Sales	69,564	52,270	33
Gross Profit	21,097	12,198	73
Operating Profit/Loss ⁽¹⁾	9,886	3,143	215
EBITDA	11,914	4,947	141
Net Profit/Loss	7,368	3,916	88

⁽¹⁾ Operating Profit/Loss is before other income/expenses from operating activities.

Shareholders	Share (TL)	Share (%)
Doğan Şirketler Grubu Holding A.Ş.	7,359,315	73.59
Free float on the BIST and other	2,640,685	26.41
Total	10,000,000	100.00

DİTAŞ DOĞAN YEDEK PARÇA İMALAT VE TEKNİK A.Ş. (DİTAŞ)

Founded in 1972 to operate in the automotive supplier industry, Ditaş manufactures steering and suspension systems parts for all types of land transportation vehicles. Ditaş meets 80% of Turkey's market demand for commercial vehicle manufacturers and 15% of the market demand for private vehicle manufacturers for various parts. In addition, Ditaş holds a significant share in the replacement market. The company is governed by the Capital Markets Law and the regulations of the Capital Markets Board. Ditaş shares have been listed on Borsa İstanbul since May 21, 1991.

Having received ISO/TS 16949:2009 Automotive Suppliers Quality System Certification, ISO 14001:2004 Environmental Management System Certification and the FORD Q1 award, Ditaş is also a class "A" supplier of Turkey's biggest vehicle manufacturers.

With more than 30 years of experience, Ditaş is one of the biggest steering and suspension systems manufacturers in Turkey. The most important factors behind the company's sustainable success include: the strong brand reputation resulting from operating under the umbrella of a powerful entity like Doğan Holding; closely monitoring technological trends and developments of the industry; and using state-of-the-art IT systems in the plants, highly skilled human resources, modern engineering systems and advanced integrated manufacturing facilities.

Ditaş has taken important steps to become a reputable brand as an original equipment supplier in the global automotive market and also in the automotive aftermarket. The company has decided to further carry out sales and marketing for its products with three separate local companies that respectively serve: the Commonwealth of Independent States including Russia; Asia Pacific countries; North and South America. One of these local enterprises is located in the Russian Federation, another is in the People's Republic of China and the third is based in the US. Moreover, Ditaş disclosed that 100% of the capital of three companies will belong to Ditaş: D Stroy Ltd. in the Russian Federation with capital of RUB 3,500,000 and Ditaş Trading Shanghai Co. Ltd. in China with capital of RMB 600,000. The share capital of Ditaş America LLC is US\$ 100,000.

In 2014, the company's production of 3.2 million units matched that of previous years. However, average selling prices increased 24% compared to a year earlier. As a result, Ditaş's revenue rose 33% over the previous year, to TL 70 million, while EBITDA increased to TL 11.9 million, up from TL 4.9 million in 2013.



DOĞAN ORGANİK ÜRÜNLER (DOĞAN ORGANIC)

Founded in 2002 with the aim to become the leader of organic dairy farming and livestock breeding in Turkey, Doğan Organic has become the largest supplier of organic drinking milk sold in the Turkish market today. This was achieved thanks to the company's high quality production coupled with sustainable growth and effective marketing strategies. With an annual production capacity of 5,000 tons, Doğan Organic is one of the Europe's largest organic livestock breeding concerns.

Doğan Organic doubled its capacity after receiving organic certification in 2005 from an EU accredited control and certification services company.

With the goal of leading farmers in the Kelkit region to switch to organic production, Doğan Organic launched a contract-farming project in 2006. Under this initiative, Doğan Organic refurbished animal shelters and trained local farmers on pertinent issues, such as organic fodder crops, milking, shelter systems and fertilizer usage. In addition to sharing its sector experience and know-how throughout the project, the company also supported farmers by executing the

various stages of the production process, from the production of organic raw milk to processing and marketing. Approximately 45% of the organic raw milk produced in Turkey originates from Doğan Organic's facilities and contracted farmers.

Expanding its production network each year, Doğan Organic has been producing organic milk and dairy products for the M Life brand of Migros, the most preferred national supermarket chain by Turkish AB-income group customers. Undertaking new investments, Doğan Organic developed its own brand, which will launch in January 2015. As a result of all these developments, the company holds a 100% share of the original-branded organic milk products sold in the country's largest national supermarket chains.

Doğan Organic continues to provide trainings to local farmers on organic agriculture and livestock breeding in order to add value and support regional development. As a founding member of the Organic Products Manufacturers Association, the company shares its experience and know-how with other enterprises via symposiums and conferences organized by the association.

The success of Doğan Organic in activities aimed at regional development is recognized with various awards each year. In 2005, Doğan Organic was named one of the top 10 socially responsible investments in Europe by the European Union Directorate of Business Affairs. In 2006, Doğan Organic was honored with the "Best Agricultural Investment of the Year" award, presented by the UN's Food and Agriculture Organization (FAO) on World Food Day.

Following a number of awards received in 2012, Doğan Organic received the first prize in the SME category at the "Partnership, Innovation and Impact" themed European CSR Awards. The competition was sponsored by the European Commission, Corporate Social Responsibility Communications and held for the first time in 2013.

Doğan Organic continues to strive to transform Kelkit and the surrounding area, an extremely favorable region for organic dairy and livestock farming, into a well-known hub of high quality organic production.

OPERATIONS

TOURISM



MİLTA BODRUM MARINA

Marinas are of great importance in Turkey, which is surrounded by sea on three sides, due to the tourism and employment opportunities these facilities provide to their environs. Turkey has an exceptional location for marina tourism, which currently constitutes 25% of the country's total tourism revenues.

In 2014, the number of yachts navigating Turkish waters increased more than 15%, indicating the need for new marina investments around the country.

With its world class service quality, convenient location in the city center just 40 minutes from the airport, professional staff working to provide customer satisfaction beyond expectations and customer specific service diversification, Milta Bodrum Marina ranks among the top five marinas in the Mediterranean basin.

Milta Bodrum Marina has a market share of 2.1% among the Tourism Establishment Certified marinas with a client portfolio that includes sailboat, catamaran and motor-yacht owners, charter companies and boating agencies. Despite having the heaviest traffic among all yacht marinas in

the country, Milta Bodrum Marina conducts operations with an environmentally friendly approach.

Ranking in the top 50 marinas among 25 countries in terms of service quality, Milta Bodrum Marina regularly receives awards from various institutions that recognize excellence in this arena. Milta Bodrum Marina received the "Five Golden Anchors" international quality award from the European Boating Association, entitling the facility to be recommended to yacht owners around the world. In addition, Milta Bodrum Marina further bolsters its prestigious market position, both nationally and internationally, with the "National Blue Flag" award it has received each year since 1997.

İŞİL CLUB BODRUM

Since starting up operations in 1985, İşil Club Bodrum has been one of the leading accommodation providers in the Bodrum region with its customer-oriented approach, wide range of services, comfort and high quality.

In 2014, increasing competition among tourism companies and destinations resulted in excessive price cuts by some in the sector. The political situation in Turkey

combined with the insufficient capacity of air travel companies to meet demand and pressure originating from tour operators left tourism companies in distress from time to time. Thanks to its strong financial structure and forward-looking strategies, İşil Club managed to remain unaffected from fluctuations plaguing the industry.

During the year, İşil Club shared first place among the best hotels in Turkey with 9.5 points at the Zoover awards. The Club also ranked the highest in terms of customer satisfaction among the destinations in Turkey and the Aegean region by leading tourism survey sites such as tripadvisor.com and holidaycheck.com. In addition, as a result of its long-term success in periodic annual inspections, İşil Club is entitled to receive HACCP quality assurance certification and "Blue Flag" awards.

İŞİL TUR (İŞİL TOUR)

Established by Doğan Holding in 1997 to perform travel brokerage services, İşil Tour mainly carries out fleet and daily car rentals, corporate hotel reservations, air ticket sales and corporate events. Having the ability to offer various services needed by companies under one roof with the assurance of Doğan Group provides İşil Tour a significant competitive advantage.



As of 2014, 553 IATA and over 7,900 non-IATA agencies are actively selling tickets in Turkey. Işıl Tour figures among the top 100 IATA agencies in Turkey. The company also is an authorized dealer for Turkish Airlines (THY), Pegasus, Onur Air, Atlas Jet and Sun Express. Işıl Tour, while providing a wide range of services from corporate travel events to domestic and international ticket sales, also sells air tickets online via milta.com and promobilet.com.

In addition, Işıl Tour offers fleet and daily car rental services under the Işıl Rent a Car brand with a fleet of 1,100 vehicles, all purchased by equity. Işıl Tour provides this service through its branch at Izmir Adnan Menderes Airport and offices in Ankara, Antalya and Istanbul.

In 2010, the company further expanded its offering and started to provide services with the Işıl Events brand in domestic and international meetings, incentive tours and conventions and event management. In 2014, Işıl Events organized over 70 meetings and events for various institutions.

Işıl Tour is a "Group A" travel agency and a member of the Association of Turkish Travel Agencies (TÜRSAB).

MİLTA HAVACILIK (MILTA AVIATION)

Doğan Havacılık (Doğan Aviation), which was established in 2002, joined the Milta family by merging with Milta Turizm İşletmeleri A.Ş. on December 25, 2012. Milta Aviation provides domestic and international air taxi transportation services with a 10-passenger capacity Falcon 2000 EX sn 2007 airplane that is registered as a Milta Turizm asset.

NAKKAŞTEPE GAYRİMENKUL YATIRIMLARI İNŞAAT YÖNETİM VE TİCARET A.Ş. (NAKKAŞTEPE GAYRİMENKUL)

Nakkaştepe Gayrimenkul was founded on April 5, 2012 as a joint venture company with Milta and Rönesans Gayrimenkul Yatırım A.Ş., with each holding a 50% stake. Nakkaştepe Gayrimenkul purchased a 38,323 sqm land in Bayraklı, Izmir to develop real estate projects. The project planning and design work relating to planned investments continued in 2014. Construction is expected to start in 2015.

KANDİLLİ GAYRİMENKUL YATIRIMLARI YÖNETİM İNŞAAT VE TİCARET A.Ş. (KANDİLLİ GAYRİMENKUL)

Kandilli Gayrimenkul was founded on November 2, 2012 as a joint venture company with Milta and Rönesans Gayrimenkul Yatırım A.Ş., with each holding a 50% stake. Kandilli Gayrimenkul purchased a 23,685 sqm land in Ümraniye, Istanbul to develop real estate projects.

M-INVESTMENT 1 LLC

On April 14, 2014, Milta Turizm İşletmeleri A.Ş. established M-Investment 1 LLC in the United States to invest in real estate projects. As of December 31, 2014, the capital of M-Investment 1 LLC totaled US\$ 10,400,000.

OPERATIONS

REAL ESTATE MARKETING



MİLPA TİCARİ VE SİNAİ ÜRÜNLER PAZARLAMA SANAYİ VE TİCARET A.Ş. (MİLPA)

Milpa was established in 1980 to carry out direct marketing of motor vehicles, consumer durables and consumer products. Throughout the years, the company has diversified its business activities into many sectors ranging from electronics to automobiles, computers to real estate. With 35 years of experience in various sectors, management approach that open to change, and a well-skilled workforce, Milpa has demonstrated stable and balanced growth in marketing, an area that is fiercely competitive.

The company revised its targets and strategies during the 2000s and decided to focus on the real estate sector. With this decision, Milpa ramped up its real estate investments and increased its business activities. The construction and sale of the Automall Project, consisting of 662 independent units, and Milpark Housing Project were completed and delivered to their owners in 2010.

MİLPA INCOME STATEMENT SUMMARY

(TL thousand)	2014	2013	Change (%)
Net Sales	7,651	5,216	47
Gross Profit	-1,390	-423	228
Operating Profit/Loss(*)	-4,064	-4,101	-1
EBITDA	-4,047	-4,082	-1
Net Profit/Loss	-485	-9,574	-95

(*) Operating Profit/Loss is before other income/expenses from operating activities.

Shareholders	Share (TL)	Share (%)
Doğan Şirketler Grubu Holding A.Ş.	153,868,461	86.27
Free float on the BIST and other	24,486,491	13.73
Total	178,354,952	100.00

Effective strategies, developed with a thorough analysis of closely followed market dynamics, play a major role in Milpa's strong position today.

Milpa is one of the most reliable companies in the sector, thanks to its prudent and timely investment decisions along with a customer-oriented approach that it has adopted since day one.

FINANCIAL SERVICES AND OTHER



DD KONUT FİNANSMANI A.Ş. (DD MORTGAGE)

Doğan Holding founded DD Mortgage in 2006 as the first mortgage company in Turkey established under the framework of the new Mortgage Law.

With the entry into force of Mortgage Law No. 5582 in 2007, DD Mortgage filed a license application with the Banking Regulation and Supervision Agency (BRSA). In July of the same year, Deutsche Bank AG purchased a 49% stake in the company. Following the receipt of the operating license from the BRSA in June 2008, the company commenced its mortgage operations. Subsequently, DD Mortgage also received approval to provide insurance agency services from the BRSA; the company started to offer insurance sales as of July 2009. As a result, DD Mortgage became capable of meeting the insurance needs of customers in connection with their mortgage loans. A pioneer in the industry since its inception, DD Mortgage completed the first mortgage portfolio transfer at international standards in Turkey in February 2010.

DD Mortgage conducts sales through its branches, website, call center and direct sales channels, while marketing efforts are conducted through real estate development projects, real estate offices and the internet. With two branches in Istanbul (Beşiktaş and Ataşehir), DD Mortgage develops client-specific mortgage loans and mortgage-collateralized personal loan products for potential homeowners. DD Mortgage's competitive advantages include a strong capital structure; extensive know-how and network owing to the partnership between Deutsche Bank and Doğan Group; highly competent staff; advanced technology infrastructure; and customer-oriented service approach.

Market strength resulting from two powerful partners has played a major role in the steady expansion of DD Mortgage's loan portfolio. The medium- and long-term stock and bond issues, amounting to TL 260 million since 2010, had led to a reduction in lending costs by extending maturities. As of year-end 2014, DD Mortgage reported total assets of TL 633 million and a total loan portfolio of TL 446 million. In 2014, the industry's non-performing loan ratio was 0.50%; however, DD Mortgage kept its NPL ratio at 0.30%.

In July 2014, the company's name was changed from DD Konut Finansman A.Ş. to DD Finansman A.Ş. The website of the company redesign followed in August 2014. DD Mortgage's new website received the "Best in Class" award in the financial services category at the Interactive Media Awards. This renowned competition recognizes the highest standards of excellence in website design and development, and honors individuals and organizations for their outstanding achievements.

DD Mortgage is a member of GYODER (Real Estate Investment Trusts Association), the Financial Institutions Association, and AHK (German-Turkish Chamber of Commerce and Industry) in Turkey, and the MBA (Mortgage Bankers Association) in the United States.

OPERATIONS

FINANCIAL SERVICES AND OTHER



With the capability to perform all types of factoring transactions, including debt collection, financing, intelligence, accounting and other related services, Doğan Faktoring specializes in debt collection, the primary service it provides to Doğan Group and the media sector.

DOĞAN FAKTORİNG (DOĞAN FACTORİNG)

Founded in April 1999 and restructured in June 2001, Doğan Faktoring undertakes the collection of advertising and other receivables on behalf of Doğan Group.

With the capability to perform all types of factoring transactions, including debt collection, financing, intelligence, accounting and other related services, Doğan Faktoring specializes in debt collection, the primary service it provides to Doğan Group and the media sector.

In addition to debt collection, Doğan Faktoring also provides other services such as accounting, reconciliation, legal services and financing. The company efficiently allocates nearly all of the funds it generates through its own shareholders' equity and loans to non-group companies.

As a member of the Credit Registration Bureau ("CRB"), Doğan Faktoring can make inquiries regarding bounced checks, risk reports and check reports, and provide information on loan customers' consolidated credit and risk limits. With its skilled workforce, the company also carries out comprehensive risk analyses for trade receivables, thereby minimizing the collection problems customers could encounter.

In September 2006, Doğan Faktoring became a member of the Factoring Association. The Association was established to improve the overall factoring sector in line with a standardized ethics framework, by encouraging cooperation among factoring companies, and to represent the sector before the public. Subsequently, the Factoring Association was dissolved and the company became a member of the Association of Financial Leasing, Factoring and Financing Companies, which was established pursuant to Law No: 6361 and that stipulated mandatory membership for sector enterprises.

Doğan Faktoring plans to expand its non-group financing operations while maintaining profitability.



ÖNCÜ GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş. (ÖNCÜ VENTURE CAPITAL INVESTMENT TRUST - ÖNCÜ VCIT)

Doğan Holding founded Öncü Venture Capital ("Öncü VCIT") on December 18, 2014.

Öncü Venture Capital Investment Trust's vision is to realize profitable and sustainable investments across business sectors and industries. The company also aims and to provide services that will improve transparency in society and contribute to the economic welfare of individuals.

Öncü VCIT's investment policy is geared towards achieving steady, sustainable and solid growth. The company aims to invest in Turkey-based startup enterprises that have the capability to generate cash and high profits as well as the potential to achieve above-average capital efficiency, but require capital and management know-how to realize their full potential. Öncü VCIT plans to invest in such startups within the framework of the Capital Markets Law, the regulations of the Capital Markets Board and other applicable legislation as well as in accordance with the principles approved by the General Assembly.

To be selected for investment, startup companies must aim to develop equipment, materials, services or new products, methods, systems and production techniques that have both the potential for industrial or agricultural use and for commercial success. Alternatively, these target enterprises should be positioned such that they can achieve their business objectives with management, technical, and capital support.

The investment period will be determined separately for each company investment on the basis of the venture capital model, but in general will range between three and seven years.

Öncü VCIT will not target any particular sectors in its venture capital investments. The company plans to invest in any business areas as long as the conditions of its investment policy are met. However, in the selection of target enterprises, the company may give priority to those business areas in which the parent company Doğan Holding operates or is associated with, due to its know-how and experience.

The business areas in which Öncü VCIT plans to invest include but are not limited to the following:

- Advertising
- Internet publishing, social media etc.
- Information and software technology
- Digital and internet platforms
- E-commerce
- Entertainment, gaming etc.
- Education
- Retail, distribution etc.
- Publishing and broadcasting
- All kinds of power generation, transmission, distribution and trade
- Electric cars and other vehicles
- Tourism

SUSTAINABILITY

SUSTAINABLE GROWTH AND THE ENVIRONMENT



Doğan Holding deems the protection of the natural environment as one of its key responsibilities for the sake of humanity.

DOĞAN GROUP ENVIRONMENTAL POLICY

Providing products and services in a wide range of sectors, Doğan Group companies devise policies and strategies to protect and improve the environment; prevent pollution; preserve and foster biodiversity, wildlife, ecology, flora and fauna, water ways and natural resources.

Doğan Holding deems the protection of the natural environment as one of its key responsibilities for the sake of humanity.

Doğan Holding's environmental management policy focuses on the following five areas:

- Energy
- Waste Management, Disposal and Recycling
- Water Use
- Transport
- Air Emissions

Doğan Group is committed to:

- Complying with international legal regulations approved by national public agencies, environmental laws, regulations and other obligations;
- Pursuing international best practices,

including those not demanded by public authorities, so as to internalize those that could contribute to our business;

- Raising the environmental awareness of the citizens of Turkey and the citizens of other countries where our publications and broadcasts are available;
- Opting for and utilizing eco-friendly technologies;
- Devising eco-friendly products and services;
- Reusing or recycling raw materials and equipment in order to save natural resources;
- Increasing energy efficiency and prioritizing renewable energies in all our operations to ensure responsible energy consumption;
- Taking action to measure and improve the environmental footprint of our Group activities;
- Improving the efficiency of the Doğan Environmental Management System on an ongoing basis, and disclosing it to the public;
- Ensuring that the environmental management systems of Group companies are in line with the accepted standards, certified and periodically audited by authorized firms;



- Reviewing the environmental policy of the Company regularly and monitoring the compliance of the Holding and Group companies with this policy;
- Communicating and devising joint projects with environmentalist NGOs;
- Training all employees about the natural environment and encouraging them to participate in ecological activities;
- Communicating with all stakeholders regarding the protection of natural environment, administering training seminars, and expending efforts to diminish our environmental footprint and to protect biodiversity in all our areas of operation.

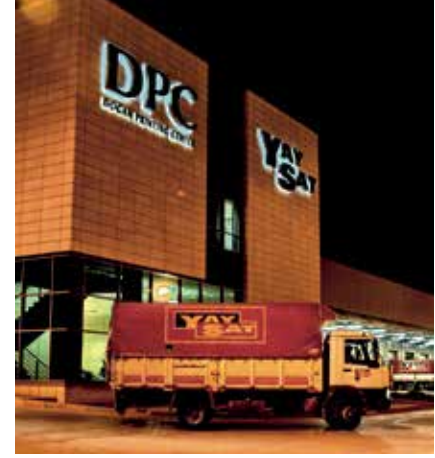
Doğan Group's Environmental Policy is followed by the Holding and all Group companies. Group companies participate in the determination of environmental objectives. The Early Risk Detection Committee is charged with implementing the Environmental Policy. The Committee sets environmental objectives, establishes the environmental management system, determines performance criteria, and creates action plans. The efficiency of the environmental management system is audited by the audit departments of the

Holding and Group companies, and the results are submitted for the assessment of the Audit Committee and the Board of Directors.

DOĞAN HOLDİNG'S ENVIRONMENTAL PROJECTS

Doğan Holding

Doğan Holding closely monitors and implements practices that ensure environmental sustainability in its administrative buildings. The Holding's head office, in use since 2011, is equipped with new generation cooling devices in line with EU norms; these devices use the eco-friendly gases R 410 and R 132. State-of-the-art, eco-friendly fire-extinguishing systems are also installed at the headquarters building. In addition, fire extinguishers' system weight reduced since these are increasingly replaced with eco- and people-friendly systems deploying FM 200 and Novac 1230 gases in accordance with EU standards. The insulation technology used in the building has led to a decline in natural gas consumption for heating purposes and in electricity consumption for cooling, resulting in a reduction in overall CO₂ emissions.



Media

Yaysat: Under the agreement signed between the Aegean Forest Foundation and Yaysat, the company was allocated about 76,000 sqm of land near the İzmir-Çeşme highway for afforestation. This tract was planted with a total of 9,400 trees including Rosemary, Blue Cypress and Black Cypress; Firethorn and Oleander; and 16,000 perennial plants.

Hürriyet: Through its Environmental Audit Unit, Hürriyet newspaper works to protect nature, the environment and human health, and administers training programs to raise environmental awareness among employees. Engaging in intensive efforts to ensure environmental sustainability, Hürriyet strives to reduce consumption of energy resources, such as electric power, water and natural gas, by using energy-efficient equipment in all its units. Additionally, the company conducts studies to utilize appropriate and advanced technologies to reduce its CO₂ emissions.

Hürriyet sends waste paper, hazardous waste and materials used in production to licensed waste disposal or recycling firms. Efficient production planning, minimal inventory usage and improvement of work methods are among the measures used to reduce waste creation at the production site.

SUSTAINABILITY

SUSTAINABLE GROWTH AND THE ENVIRONMENT



Doğan Energy ensures that all power plant operations are in compliance with applicable laws, rules and regulations, and conducts its business activities with an eco-friendly approach.



Energy

Doğan Energy ensures that all power plant operations are in compliance with applicable laws, rules and regulations, and conducts its business activities with an eco-friendly approach.

Şah WEPP: As part of efforts to reduce carbon emissions at Şah WEPP, the Gold Standard certification process was completed; as a result, some 504,397 tons of CO₂ emissions were prevented over the last three years. Şah WEPP also undertook other various environmental initiatives, such as planting 383 trees and providing vehicles, personnel and needed materials to the Bursa Directorate of National Parks and Wildlife Protection. In addition, feedboxes were installed to provide food for birds during winter months, and animal feed for deer was placed in suitable locations.

Mersin WEPP: Committed to improving the environmental conditions of the surrounding region, Mersin WEPP planted saplings in various locations with the facility's operating area.

Boyabat Elektrik Üretim ve Ticaret A.Ş.:

Boyabat Dam and HEPP were managed in line with the Law on the Environment No. 2872 and the relevant permits and licenses. Boyabat Elektrik completed quality compliance efforts in 2014 and obtained the ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007, and ISO 50001:2011 quality certifications for the Boyabat Dam and HEPP.

Aslancık Elektrik: The company completed quality compliance efforts in 2014 and obtained the ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007 and ISO 50001:2011 quality certifications.



Industry

Çelik Halat: Çelik Halat conducts studies to determine how to use energy and other natural resources in the most efficient manner. The company closely monitors electricity, natural gas and water consumption, and performs technical studies to be more efficient. The company has also commissioned a Cogeneration Unit to lower the company's electricity expenses. Closely monitoring all legislative and regulatory developments related to waste management, Çelik Halat undertakes systematic efforts to minimize and efficiently manage waste from its operations. To that end, authorized independent firms carry out "Emission Measurements" to ensure that the air emissions generated by production processes are kept within prescribed limits. Pursuant to the "Regulation on Industrial Air Pollution Control," improvements were carried out and/or new systems were set up to clean and aerate the galvanized wire and bead wire production lines.

Ditaş: Ditaş carries out production processes with an eco-friendly approach and meticulously fulfills all of its environmental responsibilities. Aiming to conserve natural resources, in 2010 Ditaş initiated the TTGV Project, which targets water recycling. To date, the company has recycled a total of 60,642 m³ of water and saved some TL 186,550. Additionally, a total of 14,780 kilograms of paper, cardboard and plastic waste collected at the factory in 2014 was dispatched to recycling firms, the equivalent of saving 251 trees.

Doğan Organic: Conducting its operations with an environmental friendly approach, Doğan Organic not only meets all legal and regulatory requirements but also raises employee awareness on environmental issues through regular training programs. As part of its environmental responsibilities, the company notifies the Ministry of Environment and Urbanization regarding its environmental practices on an annual basis.



Tourism

Milta Bodrum Marina: Milta Bodrum Marina is an international marina that has received the "Blue Flag" designation every year since 1997 thanks to the facility's high quality standards, modern infrastructure and in-demand services. The recipient of the "Five Gold Anchors" award presented by the European Union, Milta Bodrum Marina also won the "Environmental Awareness Award" from TURÇEV (Foundation for Environmental Education) in 2014.

Milta Işıl Club: In 2014, Milta Işıl Club once again received the prestigious "Blue Flag" designation, an international indicator of environmental awareness with great significance in the tourism industry. The holiday resort also expanded the scope of its environmental friendly practices with the use of solar energy, solar water heating systems and environmental friendly cleaning materials.

SUSTAINABILITY

CORPORATE SOCIAL RESPONSIBILITY



Making significant contributions to the Turkish economy and employment with strong brands in a wide range of business areas, Doğan Holding also invests in the country's youth, social development and future with corporate social responsibility initiatives in education, health, arts & culture, society and the environment.

Our main approach to social responsibility can be defined as taking an active part in and creating lasting social value for Turkey on its journey towards becoming a developed country.

We fulfill our social responsibility, an integral part of our corporate citizenship, through various projects carried out by Aydın Doğan Foundation and our companies.

Making significant contributions to the Turkish economy and employment with strong brands in a wide range of business areas, Doğan Holding also invests in the country's youth, social development and future with corporate social responsibility initiatives in education, health, arts & culture, society and the environment. The corporate social responsibility projects carried out by Group companies and Aydın Doğan Foundation provide a positive model for other companies in the country.

FOR YOUTH

Young Communicators Competition

The Aydın Doğan Foundation organizes the Young Communicators Competition for students in university communications departments to help increase the number of qualified professionals in the media industry.

In 2014, a total of 1,351 students participated in the 26th edition of the Young Communicators Competition with 1,057 projects in the categories of publishing, broadcasting, advertising, public relations and online media. The jury selected 64 projects and 113 students received awards at the ceremony held in Istanbul.

Ongoing Support to Education

Since its establishment, the Aydın Doğan Foundation has launched many initiatives that have helped to raise the bar in the Turkish educational system. The educational facilities constructed by the Foundation and donated to the Ministry of National Education are listed below:

- Işıl Sema Doğan Elementary School, Gümüşhane
- Atatürk University Aydın Doğan Private Elementary School, Erzurum
- Yaşar and İrfani Doğan Industrial Vocational High School, Kelkit-Gümüşhane
- Erzincan Social Sciences High School, Erzincan
- Hürriyet Industrial Vocational Anatolian High School, Erzincan
- Bahçelievler Aydın Doğan Vocational High School for Trade (Communications)
- Bağcılar Aydın Doğan Vocational High School for Health
- Gümüşhane University Kelkit Aydın Doğan Vocational School, Gümüşhane



- Galatasaray University Aydın Doğan Auditorium, Istanbul
- TEGV Sema and Aydın Doğan Educational Park, Istanbul
- Sema Doğan Park, Gümüşhane
- Aydın Doğan Center for Science and the Arts, Afyon
- Nene Hatun High School Aydın Doğan Dormitory for Girls, Erzurum
- Erzincan University Aydın Doğan Dormitory for Girls, Erzincan
- Hacı Hüsrev Doğan Dormitory for Girls, Kelkit-Gümüşhane
- Aydın Doğan Dormitory for Girls, Kürtün-Gümüşhane
- Aydın Doğan Dormitory for Girls, Köse-Gümüşhane
- Aydın Doğan Dormitory for Girls, Şiran-Gümüşhane
- Aydın Doğan Sports Complex, Gümüşhane

Kelkit Aydın Doğan Vocational School:

Enrolling a total of 643 students, the School offers educational programs in Computer Technology, Agriculture and Livestock Production, Electronics and Automation, Accounting and Taxation, Transportation Services, and Veterinary Medicine.

Bahçelievler Aydın Doğan Vocational High School For Trade (Communications):

Specialized in journalism as well as radio and TV broadcasting, Bahçelievler Aydın Doğan Anatolian Vocational and Technical High School held its 13th graduation ceremony in 2014.

Bağcılar Aydın Doğan Vocational High

School for Health: The Bağcılar Aydın Doğan Vocational and Technical Anatolian High School, with a capacity of 720 students, trains emergency medical technicians, anesthesia technicians and nurses.

Dormitories for Girls: The following girls dormitories were constructed by the Aydın Doğan Foundation under the "Dad, Send Me to School" initiative, which attracted much public attention, and were later donated to the Ministry of National Education: Nene Hatun High School Aydın Doğan Dormitory for Girls (Erzurum), Aydın Doğan Dormitory for Girls (Erzincan), Hacı Hüsrev Doğan Dormitory for Girls (Kelkit), Aydın Doğan Dormitory for Girls (Kürtün), Aydın Doğan Dormitory for Girls (Köse) and Aydın Doğan Dormitory for Girls (Şiran).

In 2014, a total of 27 girls, residing at nine dormitories constructed by the Aydın Doğan Foundation and the "Dad, Send Me to School" initiative, were hosted in Istanbul for five



days, in the company of their coordinating teachers. This initiative aims to honor these students, all ranked among the top three in their respective schools, for their achievements and to contribute to their social and cultural development. During the program, students had the opportunity to visit tourist attractions and historical sites in Istanbul as well as area universities.

TEGV Sema and Aydın Doğan Educational

Park: The Aydın Doğan Foundation continues to support the Fındıkzade Sema and Aydın Doğan Educational Park, established in 1996 by the Educational Volunteers Foundation of Turkey (TEGV). As a result of this support, the Foundation has contributed to the education of nearly 73 thousand children over an 18-year period.

Aydın Doğan Center for Science and Arts:

Founded in Afyon, Aydın Doğan Center for Science and Arts is an educational institution affiliated with the Ministry of National Education, General Directorate of Special Education Guidance and Counseling Services. The Center endeavors to identify gifted or highly talented children at the elementary school or junior high school level and to maximize their potential through special training programs provided by specially trained teachers with the use of advanced educational tools.

SUSTAINABILITY

CORPORATE SOCIAL RESPONSIBILITY



33 dormitories and 12 elementary schools have been constructed, and approximately 10,500 girls have received tuition scholarships over the past nine years through “Dad, Send me to School” campaign that is endowed TL1 million by Doğan Gazetecilik.

Education Reform Initiative (ERG)

Abiding by the slogan “Quality education for all,” the Aydın Doğan Foundation supports numerous initiatives that are designed to improve the conditions of educational instruction in Turkey. To this end, the Foundation serves as an active board member of the Education Reform Initiative (ERG) together with other leading foundations in Turkey. ERG undertakes research, advocacy and monitoring studies for the social and economic development of the country, with a focus on education reform.

London School of Economics

The Aydın Doğan Foundation sponsors the Contemporary Turkish Studies Chair at the European Institute of the London School of Economics (LSE), one of the world’s most prestigious educational institutions. The Foundation is also on the Advisory Board of the Chair, which will provide significant support for the recognition of modern Turkey globally.

“Dad, Send Me to School”

Launched on April 23, 2005 by Doğan Gazetecilik, the “Dad, Send Me to School” initiative aims to give young girls across Turkey access to educational opportunities. The campaign is the brainchild of Doğan Gazetecilik’s Honorary Chairwoman, Hanzade Doğan Boyner. To date, the campaign has helped countless girls become well-educated and productive individuals.

Under the “Dad, Send Me to School” campaign, girls deprived of educational opportunities are identified and provided with material support. In addition, various activities are organized to raise public awareness on the issue.

Thanks to the generous financial support obtained for the campaign, to which Doğan Gazetecilik has also contributed TL 1 million, some 33 dormitories and 12 elementary schools have been constructed, and approximately 10,500 girls have received tuition scholarships over the past nine years. The Aydın Doğan Foundation also contributed to the campaign with the building of five girls dormitories, housing about 3,500 girls each year.

“Dad, Send Me to School” also carries out other various activities in collaboration with NGOs. To date, these collaborations have included: a two-day-long special training session for the administrators of regional primary boarding schools, organized jointly with the Turkish Association of Private Schools; and training seminars for 500 parents in five cities around the theme “My Child and I,” in conjunction with the Mother and Child Education Foundation (AÇEV). Moreover, seminars on hygiene and health, in cooperation with the Turkish Family Health and Planning Foundation, and seminars entitled “Our Body and Health,” in cooperation with Eczacıbaşı, were administered for the girls residing at the dormitories. The Kamil Koç Company sponsored the dormitory furnishings in the facilities’ common areas; in addition, dormitory residents began to receive music lessons. These collaborations continued in 2014 with training sessions on “Career and Health,” organized jointly with the Turkish Family Health and Planning Foundation.



Over the last nine years, the “Dad, Send Me to School” initiative has received tremendous support from numerous individuals and institutions, adding to the campaign’s effectiveness. Several provincial governorships, Limak Holding, the Hacı Ömer Sabancı Foundation, the Union of Chambers and Commodity Exchanges of Turkey, Petrol Ofisi, Fenerbahçe Sports Club, Gama Holding, Metro Group, Garanti Bank, Enka Foundation, Oriflame and Siemens have made contributions to the initiative, ranging from building dormitories to granting scholarships for girls. To date, over 300,000 individuals have made donations totaling more than TL 35 million to the “Dad, Send Me to School” campaign.

The initiative contributes to the education of girls, and also aims to support professional development for dormitory administrators and teachers. To that end, the Aydın Doğan Foundation administered a weeklong training program in Istanbul on topics that included puberty, dormitory management, communication skills and budget management. The content of this special training program was created by Bahçeşehir University. To date, the “Dad, Send Me to School” campaign, which has attracted a great deal of public attention since its launch, has received nearly 30 awards. In 2014, the campaign was named the “Most Admired Social Responsibility Project of the Year” in a survey conducted by Artı Eğitim Magazine.

In 2015, the “Dad, Send Me to School” initiative will continue with a focus on quality of activities rather than quantity. Negotiations have been initiated with the Ministry of National Education regarding the Dormitory Living Model, which will be implemented after an agreement is signed.

Kanal D Support to TEGV (Educational Volunteers Foundation of Turkey)

To celebrate the 100th anniversary of Turkish cinema, Kanal D aired the “Movies with Songs” TV program, on which popular Turkish singers performed memorable songs from the world of film. This special night was organized as a fundraising event for the Educational Volunteers Foundation of Turkey (TEGV). Famous singers interpreted unforgettable songs from Turkish cinema at the Zorlu Performing Arts Center to support children’s education. The proceeds from this special event were donated to TEGV to contribute to the education of about 20 thousand children.

Radyo D’s “A Music Room in Every School” Campaign

Radyo D initiated the “A Music Room in Every School” campaign in 2012 to generate awareness of the important role that music plays in education. In 2014, Radio D continued to renovate music rooms and donate musical instruments to state high schools in need as part of this initiative.

120,000 Books from Doğan Egmont

Doğan Egmont Publishing donates books to various educational and government institutions every year. In 2014, the company donated a total of 120,000 books to the following schools and organizations:

- Edirne Provincial Directorate of National Education
- Batman Provincial Directorate of National Education
- Mükerrer Ali Kaya Junior High School
- Soma Vocational High School for Trade
- Turkish Ministry of Justice
- Çatalan Multi-Program Anatolian High School
- Arguvan High School



D&R Supports Children

Gaining respect and admiration for its social responsibility projects to help youth, D&R continued to support young people in 2014 with sales of products from the “Let’s Make Children Smile” Association.

To raise funds for the educational activities of AÇEV (Mother and Child Education Foundation) and to contribute to children’s education at TEGV’s education parks across Turkey for a period of one year, AÇEV products and Vadaa toys, manufactured jointly by Yapı Kredi and TEGV, were offered for sale at D&R stores.

The “Kitapcan” donation boxes, created by D&R and the Books for Everyone Foundation, were placed at D&R stores in Kanyon, Akasya and İstinye Park shopping centers. The books collected in these boxes will be sent to schools and students in need.

In 2014, D&R shipped more than 3,000 books to schools and prisons upon their request.

Ditaş Provides Scholarships for 12 Students Each Year

Ditaş considers investing in education as the most important investment of all. In line with this philosophy, the company provides scholarships for 12 students at ODTÜ College, a leading school in Niğde, every year. Ditaş is proud to support the education of these students, who will eventually contribute to their country in return. The company plans to increase the amount of scholarships and undertake additional social responsibility projects in the coming years.

SUSTAINABILITY

CORPORATE SOCIAL RESPONSIBILITY



In 2014, Hürriyet Newspaper celebrated the 10-year anniversary of its “No! to Domestic Violence” campaign.

FOR WOMEN

“No! to Domestic Violence”

In 2014, Hürriyet newspaper celebrated the 10-year anniversary of its “No! to Domestic Violence” campaign. “No! to Domestic Violence” was initially launched as a social responsibility project that aimed to raise awareness of the serious social issue of domestic violence. In the 10 years since its launch, the campaign has steadily moved forward, going from strength to strength, and growing far beyond its initial scope. “No! to Domestic Violence” aims to contribute to social transformation by serving as a solution partner in efforts towards recognizing domestic violence as a criminal offense, enacting effective laws and developing mechanisms to prevent domestic violence, which was considered a private family matter in the past. In its first decade, the campaign has continued apace with many varied and effective activities.

The Emergency Helpline, which has provided support to victims of domestic violence since 2007, is the first and only 24/7 telephone helpline in Turkey. The call center operations and awareness-raising activities continued in 2014. To raise public awareness and to meet the Emergency Helpline's operating expenses, the company held a Le Div4s concert at the Zorlu Performing Arts Center on March 7, 2014. The Le Div4s, a world-famous ensemble of four Italian sopranos, performed their arias for the victims of domestic violence at this 10-year anniversary concert. Penti, Borusan, Most Production and the Zorlu Performing Arts Center sponsored the concert, and Hürriyet newspaper donated the concert's proceeds to the Aralık Association for the benefit of the Emergency Helpline.



Emergency Helpline

Operating around the clock, the Emergency Helpline has received more than 40 thousand calls since 2007. In 2014, specialized psychologists responded to 4,035 calls, of which 2,329 came from either victims or their relatives. One out of every three individual callers seeking support from the Emergency Helpline complained about physical violence; half of these callers indicated that they were subjected to other forms of violence as well. One out of every three victims stated that they were suffering from verbal and emotional abuse while 29.56% reported social, economic or sexual abuse.

Some 6.5% of callers to the Emergency Helpline are men, 85.7% are women and 7.8% of Helpline callers are children.

Of the victims who called the Helpline, 58.36% said they suffered from spousal violence; some 51 assailants also telephoned the Helpline. In 2014, the Emergency Helpline received 360 emergency calls; every day, the Helpline helped at least one victim whose life was at risk.

Fifty percent of the victim callers consulted with lawyers while 28% were directed to the bar association or a police station for legal assistance. One out of every five women callers was referred to institutions that provide psychological support. Nearly 20% of the victim who telephoned requested shelter assistance, and were placed either in the shelters of the Ministry of Family and Social Policies or in municipal shelters. In 2014, the Emergency Helpline received calls from all provinces in Turkey as well as from five other countries (Germany, Austria, the Netherlands, Libya and Japan).



Awareness-raising Activities

In 2014, the following events and activities were held to raise awareness under the “No! to Domestic Violence” initiative:

- A conference on the operations of the Emergency Helpline, responsibilities of the helpline personnel and the problems they face, and a training program on domestic violence under the “No! to Domestic Violence” initiative for the students and academic staff of the European University of Lefke in the Turkish Republic of Northern Cyprus;
- Information on campaign activities and domestic violence at Istanbul University's Social Responsibility Days event;
- Attendance at the workshop on “Civil Society Organizations for Preventing Violence Against Children,” held at Bilgi University;
- A training session on domestic violence for the scholarship recipients of the Association of University Women;
- A training session on domestic violence for students in the Psychology Departments at Marmara and Istanbul Universities;
- Participation in the “Men Against Domestic Violence” training program organized by the Ataşehir Municipality and the Foundation for Social Transformation;
- Participation in the conference entitled “Protection of Women Against Violence in National, Regional and International Law,” held at Kültür University, and attendance at the Gender Equality Commission meeting at the Grand National Assembly of Turkey (upon invitation);
- Information session on campaign activities and domestic violence for students in Istanbul University's Communications Department and the members of the Democracy Inspectors Association;

- Presentation of the “No! to Domestic Violence” campaign as a success story, to the Romanian solution partners of the Corporate Social Responsibility Association at Kadir Has University.

Collaborations with Other Brands and Enterprises

In 2014, Hürriyet newspaper continued to collaborate with various brands to further spread awareness about domestic violence and to generate funds for the Emergency Helpline under its “No! to Domestic Violence” initiative. For example, the Eczacıbaşı VitrA Volleyball Team entered the court with a “No! to Domestic Violence” banner on March 8, International Women's Day; Mavi Jeans distributed campaign flyers at its stores, and its Beyoğlu store employees wore “No! to Domestic Violence” t-shirts during that same week; Penti undertook the main sponsorship of the Le Div4s concert, and Penti brand stockings, specially designed by celebrities and luminaries, were sold to generate funds for the Emergency Helpline; and Pandora Jewelry's freedom charms were sold for the benefit of the Emergency Helpline.

In 2014, the “No! to Domestic Violence” campaign participated in Vodafone's Red Light application, which enables women to easily reach the police, security forces or help centers whenever they are subjected to violence.

Hürriyet newspaper initiated a campaign to collect clothing and other items for women and children staying in shelters. Generous donations were received and the campaign was lauded by the Ministry of Family and Social Policies.

Communications Activities

Inspired by an old-time children's game played with five fingers, a public awareness ad was created to draw attention to the “No! to Domestic Violence” campaign. The advert referenced the well-known game and was accompanied by the slogan: “This finger held, this finger pulled, this finger humiliated, this finger hit, and this finger said enough.” The ad was aired on television channels and digital channels throughout 2014.

The ad campaign, created to raise awareness on domestic violence and murders of women, was published in Hürriyet newspaper and on digital channels on November 25, the International Day for the Elimination of Violence against Women.

The “No! to Domestic Violence” Facebook page had 79,605 followers in 2014, up 15% over the prior year; meanwhile, the campaign counted 9,113 followers on Twitter, up 72% compared to 2013.

Rightful Women Platform

Gathering some 40 NGOs in Turkey under its umbrella, including Hürriyet's “No! to Domestic Violence” initiative, the Rightful Women Platform sent letters to political parties prior to the 2014 Regional Elections. The letters stated that female representation in local governments is very low, as it is in all other decision-making mechanisms. The signatories demanded that women's participation in municipal government should be increased. The Rightful Women Platform also declared that the lists of Municipal Council members should be prepared on the basis of a 33% quota for women members and the zipper system; it announced this demand with a full-page ad.

SUSTAINABILITY

CORPORATE SOCIAL RESPONSIBILITY



FOR SOCIETY

Aydın Doğan Awards

Every year, the Aydın Doğan Foundation recognizes individuals who have made significant contributions to the country, the world and humanity, and who have reached great heights in different fields, including culture, arts, literature and science.

In 2014, the Aydın Doğan Award was presented in the category of "Photography." The Selection Committee was comprised of Doğan Hızlan (Chairman), Ersin Alok, Ozan Bilgiseren, Güler Ertan, Kamil Fırat, Ara Güler, Sabit Kalfagil, Sebati Karakurt, İzzet Keribar and Engin Özendes. The Committee presented the Aydın Doğan Award to Ozan Sağdıç for his contributions to photography and the visual repertoire of the Turkish Republic since the 1950s, and for his "stylistic consistency" in documenting daily life.

The Selection Committee also presented a merit award to the Photography Department at Mimar Sinan Fine Arts University for its service in the field of photography.

Aydın Doğan International Cartoon Competition

The Aydın Doğan International Cartoon Competition is considered the most prestigious competition of its kind in the world. In 2014, 814 artists from 70 countries participated in the competition with some 2,556 cartoons. The Selection Committee awarded the first prize to the Turkish artist Kürşat Zaman, the second prize went to the Iranian artist Mojtaba Heidarpanah, and the third prize was presented to Krzysztof Grzondziel from Poland.

There are no subject matter limitations in the competition, which celebrated its 31st year in 2014. Open to both professional and amateur artists from across the world, the Aydın Doğan International Cartoon Competition has received about 80 thousand entries by 7,800 artists from 137 countries since its inception.

As in every year of the competition, the award-winning cartoons, as well as other entries deemed worthy, were presented to art lovers in 2014 at exhibitions in Adana, Ankara, Balıkesir, Bursa, Eskişehir, Edirne, İstanbul, İzmir, and Muğla.

Gümüşhane Sema Doğan Park

Established to contribute to cultural and social life in Gümüşhane, Sema Doğan Park was inaugurated on July 24, 2008 as a recreational area that can accommodate a range of activities. The open area includes an amphitheater, which can host movie screenings, theater performances, concerts, folk dances and conferences, as well as children's playgrounds, basketball courts, tennis courts and picnic facilities.

The Third Sector Foundation of Turkey

The Third Sector Foundation of Turkey (TÜSEV) was established in 1993 by 23 NGOs, including the country's leading foundations and associations, in order to develop the legal, fiscal and operational infrastructure of the third (non-profit) sector. Today, more than 100 trustees of TÜSEV collaborate under the roof of the Foundation to encourage civil society initiatives in Turkey. As a founder and board member of TÜSEV, the Aydın Doğan Foundation is an active supporter of the organization and its activities.



A Sustainable and Exemplary Business Model: Doğan Organic Products Kelkit Enterprise

Doğan Organic was founded 12 years ago to create employment opportunities in Kelkit and the surrounding area while slowing migration to large cities, educating the local population on agricultural techniques and integrating residents into the economy. Throughout the years, Doğan Organic has become a proven model of sustainability for Turkey's agricultural economy, as well as the country's largest producer of organic milk with an annual production of 5,000 tons.

Having introduced organic agriculture and livestock breeding to the people of the Kelkit area, Doğan Organic has greatly contributed to the region's employment base and socio-economic development. Established with the goal of transforming the region into a hub for organic milk production and livestock breeding, Doğan Organic moves steadily toward its target every year, with the company's belief in the local population and with the use of insightful strategies. After Kelkit basin was designated by the Ministry of Food, Agriculture and Animal Husbandry as an organic agriculture pilot zone in Turkey, Kelkit Organic Dairy Livestock Enterprise was established in 2002 and became operational in 2003. Two years later, the company received organic production certification from an accredited EU firm (IMO), and offered its very first organic milk to the Turkish market in July 2005.

The milk production of the company and its contracted farmers has steadily increased each year. As a result, Doğan Organic not only provides raw milk to the market but has also started to offer processed dairy products to consumers under the private labels of various national market chains.



In 2014, the company developed an in-house consumer brand, “Yoncadan,” and started the necessary processes to offer its organic milk and other dairy products directly to consumers.

Doğan Organic has established a sustainable business model by creating and successfully maintaining an enterprise centered on the core economic activity of a region. As a result, Doğan Organic Products Kelkit Enterprise was recognized in 2005 one of the top 10 socially responsible investments in Europe by the European Union Directorate of Business Concerns. In 2006, Doğan Organic was honored with the “Best Agricultural Investment” award from the UN’s Food and Agriculture Organization (FAO) on World Food Day.

In 2012, Doğan Organic received the “Corporate Citizenship” prize at the nationwide CSR Awards. In addition, Doğan Organic was presented with the Jury’s Second Prize by the Selection Committee, which was composed of the national partners of CSR Europe, UNDP and international CSR experts.

Doğan Organic received the first prize in the SME category at the European Corporate Social Responsibility Awards, held for the first time in 2013 and organized by the European Commission, Corporate Social Responsibility Communication under the theme “Cooperation, Innovation, and Influence.”

In 2013, at the European CSR Award Best Practice Exchange Forum, where countries share their corporate social responsibility experiences, Doğan Organic was one of the six projects selected from among 60 projects submitted by 30 nations. The European CSR Award Best Practice Exchange Forum is organized by Business in the Community, established in London in 1982 by the British business community in order to extend the CSR approach.

With its Kelkit Initiative, Doğan Holding spearheaded the development of organic livestock farming in Turkey. The Holding was the main sponsor of the 18th Organic World Congress, organized by the International Federation of Organic Agriculture Movements in October 2014, in Istanbul. The event provided an international platform for sharing experiences in agricultural development, food safety and sustainability.

Kanal D’s Support to Those with Disabilities

Making its investment decisions in line with this approach to social responsibility, Kanal D continued to provide a visual depiction service, which included closed captioning and video description, allowing visually- and hearing-impaired audiences to follow the channel’s TV shows more easily.

CNN Türk’s Environmental Awareness Efforts

Produced and presented by Güven İslamoğlu, the “Yeşil Doğa (Green Nature)” program aims to increase awareness about the protection of nature and wildlife. The TV show explores solutions to environmental problems and promotes social understanding on the issue. CNN Türk’s “Seyirci Kalmayın (Don’t Be a Mere Onlooker)” programs, also presented by Güven İslamoğlu on weekdays, feature public awareness ads that are designed to increase environmental awareness. In addition, CNN Türk strives to draw attention to the living conditions of stray animals and raise awareness of the problem through various communication activities via its own channels.



Doğan Burda Magazines Mobilize for Society

In 2014, Doğan Burda Magazine Group continued to support social responsibility initiatives that demonstrate its commitment to Turkey’s social development and protection of the environment. To that end, Atlas magazine provided support to the “Let Whooping Cranes Fly” project, which aims to protect the crane population; under the initiative, Atlas readers participated in a crane-watching activity in the Çukurova Delta. To celebrate its 10th anniversary, Hello! magazine undertook the media sponsorship of the “Good Music in Town” project, which featured David Helfgott, Itzhak Perlman and Zbigniew Preisner concerts. With its magazines Tempo, Popular Science, Geo, Elele, Capital and Maison Française, Doğan Burda Magazine Group provided support to LÖSEV (The Foundation for Children with Leukemia), which started a campaign to build the best-equipped oncology hospital in Turkey. In addition, Hello! and Hafta Sonu magazines contributed to the “I’m Aware of Autism; I Support Them” campaign.”

Milta Bodrum Marina’s Respect for the Environment

Numerous students and teachers from various schools in Bodrum participated in the “Respect for Earth Parade” held at Bodrum Municipal Square with the support of Milta Bodrum Marina. In addition, the Marina hosted the students of Bodrum Maritime Vocational School of Muğla Sıtkı Koçman University, who are studying to become yacht captains, at its “Blue Flag” event. The event was held on November 4, 2014 for promotional purposes and to increase environmental awareness. As part of the “Blue Flag Environmental Awareness” activities, Milta Bodrum Marina also organized several field trips to educate kindergarten students about the importance of recycling, and keeping boats and the sea clean.

SUSTAINABILITY

HUMAN RESOURCES



HUMAN RESOURCES POLICY

1. General Principles

The most important capital of our Group is human resources. Accordingly, our main objective is to become an organization that our employees are happy and proud to be part of. We are aware that sustainable growth is only possible with employee engagement; for this reason, we aim to grow our Group with colleagues who are responsive, proactive and responsible and who have strategic thinking skills. Doğan Group's Human Resources aim to provide a highly capable and high quality services to all employee stakeholders, by supporting them in a fast, efficient and fair manner and being an integrative and strategic business partner. To these ends, Doğan Group is committed to:

- a. Creating a suitable environment where the employees can improve themselves individually and professionally;
- b. Providing a suitable workplace to ensure sustainable development;
- c. Regarding the personal differences of our employees as richness in terms of human resources and showing a fair approach in line with our Code of Ethics;
- d. Evaluating employee performance by measuring it with objective criteria;
- e. Providing equal opportunities to employees in terms of development and training;

f. Offering assignment, transfer and rotation opportunities within the Group in order to enable employee development as well as organizational development;

g. Creating a work environment where the Code of Ethics and General Code of Conduct are uniformly applied, and where a healthy balance between personal life and professional life is maintained;

h. Rewarding high performance, providing appropriate and constructive feedback to those who have lower than expected performance and supporting them in improving their skills and abilities;

i. Developing approaches to foster employee motivation and commitment.

We strive to create a culture of common sense and good judgment through our human resources practices, where the Code of Ethics is observed, team spirit is prioritized, and where engagement and creativity are valued.

The Human Resources Policy of our Group is based on the overlap of employee and company objectives. Therefore, keeping corporate loyalty at high levels and having the corporate culture adopted and embraced by everyone is of great importance. We always place a priority on teamwork, loyalty to the Company and corporate culture. Our primary goal in human resources is to have our employees

be proud of corporate achievements as well as individual accomplishments. Our corporate culture is built upon ensuring that our employees establish fair, trusting, close and appropriate relationships with the Company. We see integrity as the ultimate asset in our individual-company relationship.

All employees in our Group have equal rights. The personal differences of our employees, such as nationality, beliefs, ethnic origin, gender, disability, political views and age, are regarded as richness in terms of human resources. Our employees are never judged for their personal differences.

We give great importance to internalizing the Code of Ethics among our employees. We facilitate this process via in-house communication channels and training programs. We actively encourage employees to conduct themselves with this awareness.

2. Acquiring a Skilled Workforce for Our Group

Doğan Group has adopted the principle of treating all potential candidates equally, with no discrimination during the selection and hiring process, and looking only at the candidate's suitability for the job. As our Group adopts the belief that corporate



success resides in practicing a successful recruitment strategy, our recruitment policy is based on the educational background, experience, competencies, career goals and expectations of candidates, in compliance with requirements of each position. We aim to acquire for the Group individuals who are disposed toward teamwork, who keep a close watch on national and global developments, who are open to innovation and who are suitable for our corporate culture.

3. Investing in the Training and Development of Our Employees

Creating and maintaining appropriate opportunities with the purpose of maximizing employee potential and ensuring the continuous development of personnel is a primary responsibility of our Group. We place great importance on training at all levels of the organization to ensure employee development. We adopt a culture that encourages learning and development in order to cultivate well-qualified and professional employees. We encourage our personnel to attend trainings that develop their personal skills and enhance our business to increase our Group's success and efficiency. The Human Resources Department identifies personal knowledge, skills and competencies of employees and organizes a number of personal and vocational training programs in line with employee needs. Personal training requests by employees are also responded to an appropriate trainings are provided to them.

The Group's training programs include, but are not limited to: personal development, technical training, development management skills, legal issues, digital marketing and social media. Moreover, these training programs are followed up by corporate-specific solutions. In addition to technical training sessions, our Group administers social training programs for employees to overcome the stress-related difficulties of today's business world.

Training sessions on personal development and business-private life balance are welcomed by employees, foster team spirit and provide a more peaceful work environment with participation of all personnel.

Our first objective is to create an educational environment where our current and potential leaders can continuously self-develop. The second objective is to cultivate strong and well-respected future leaders in order to meet our business targets. In pursuit of these aims, we offer many training opportunities such as orientation trainings to help our newly employed leaders and/or future leaders to quickly adapt themselves to our corporate culture; we also provide leadership trainings to maximize these competences. In addition, employees are offered the opportunity to pursue graduate degrees in universities with discounted tuition as a special company benefit.

We believe that these implementations will increase our strength in terms of using technology, developing new business processes and rising to the leading position in new markets.

4. Managing Remuneration and Rewards

Doğan Group has adopted the “equal pay for equal work” principle. Our remuneration policy is set and updated according to salary scales, current market trends and performance evaluations.

As a fundamental principle, we apply competitive reward management practices. We reward employee participation and success in order to acquire qualified employees and increase their loyalty. We believe that if our employees show a greater performance and exceptional achievements and/or deliver better performance than expected, it is an absolute necessity to reward them. We also believe that these kinds of rewards will ensure that they demonstrate greater effort than a standard job performance while also encouraging them to succeed.

HUMAN RESOURCES PRACTICES

Our Workforce is Our Greatest Asset!

Committed to sustaining the Group's current success and ensuring new achievements, Doğan Holding derives its strength from the highly competent and well-educated employees who embrace the goals of the Group. Understanding that its workforce is its most valuable asset, the Holding adopts contemporary human resources policies that are geared towards maximizing employee satisfaction.

Doğan Holding's human resources policies and practices aim to extend the corporate culture across the entire Group, increase efficiency, and further reinforce employee loyalty.

SUSTAINABILITY

HUMAN RESOURCES

EDUCATION PROFILE



Sector-specific and local human resources activities at Doğan Holding and Group companies are shaped in line with the common corporate culture. These activities fall under four categories: human resource planning, work analyses based on roles and responsibilities, training and performance, and compensation management.

Professional Work Environment, High Employee Satisfaction

At Doğan Holding, individual differences such as nationality, religion, ethnic origin, gender, disability, political viewpoint and age are seen to reflect the diversity of our human resources. Regardless of such differences, all employees enjoy equal rights.

All employees of the Group are entitled to private health insurance. Workplace doctors and health personnel closely observe and monitor employee health conditions in coordination with human resources units.

The Holding utilizes modern recruitment procedures to ensure that the requirements of both the Company and the position are aligned with the education, experience, competence, career goals and expectations of candidates.

GENDER



Training Opportunities for Lifelong Learning

Doğan Holding employs a performance assessment and improvement method to identify employees' knowledge, know-how and skills that need further improvement. Employees are then offered personal and professional training programs to help them actualize their full potential.

The Human Resources Department organizes a number of seminars throughout the year to boost the technical competence of employees. Before the training programs are prepared, the personal demands of employees are taken into consideration. When deemed necessary, employees are offered access to in-house or outside training programs.

Internal Communication Fosters a Sense of Community and Ensures the Success of New Practices

In order to help employees enjoy healthy and continuous communication both with the Company and among themselves, Doğan Holding places great importance on the development of internal communication activities. Doğan Group's internal social web site www.doganbiz.net allows employees to post ads and announcements.

In 2014, the Human Resources Department carried out the following activities:

EMPLOYEES BY AGE



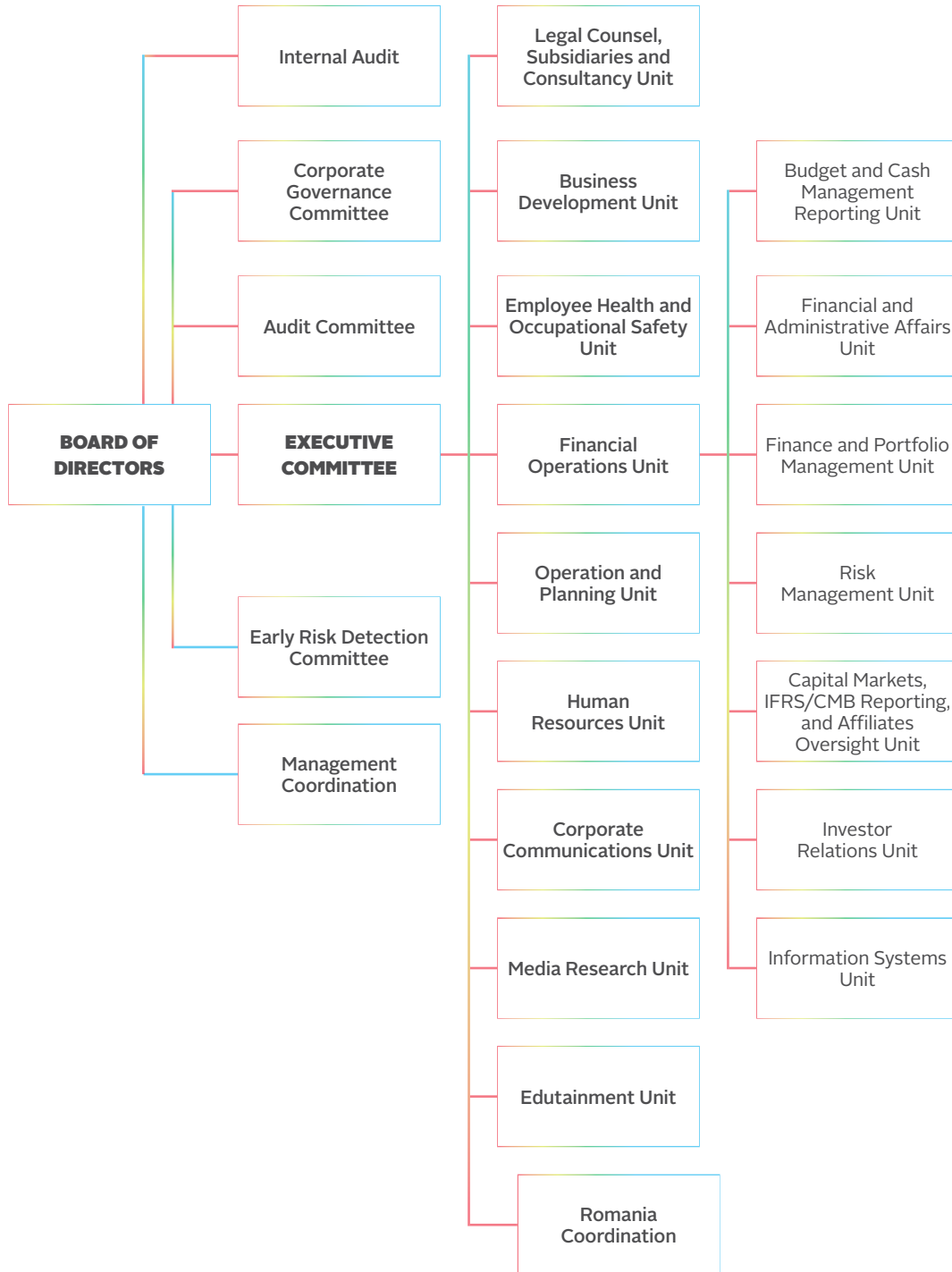
- **Doğan Card:** The Doğan Card, which provides discounts on products and services from about 150 prestigious suppliers, was warmly received by employees.
- **The E-employee Portal:** The E-employee Portal, which is consistently improved with new features and functionality, enables personnel to complete their transactions within a shorter period of time.
- **Social Media Footprint:** Always abreast of the latest communication practices, Doğan Holding launched the Doğan Holding Human Resources Facebook and Twitter pages in 2014 to expand its social media footprint.

Doğan Holding's Human Resources Profile

As of December 31, 2014, the Group employed 8,166 personnel in Turkey, with a total of 10,780 employees including overseas personnel (December 31, 2013: 8,512 in Turkey, total of 11,999 including overseas personnel). The Company employs 175 people in Turkey (December 31, 2013: 210 people).

Some 33% of the personnel employed in Turkey are women and 40% of employees are university graduates.

As of December 31, 2014, 60.8% of Doğan Holding's personnel in Turkey are in the 18-35 age range, giving the Company a young employee profile. The average age of the Group's workforce is 33.

DOĞAN HOLDİNG ORGANIZATIONAL CHART

SUSTAINABILITY

OUR CODE OF ETHICS

1. SUBJECT AND SCOPE

The Code of Ethics consists of the principles that the employees of Doğan Group must comply with when fulfilling their duties, as well as the principles related to proper working order. The objective of those principles is to establish a general framework of the basic rules that need to be adhered to, and to prevent any disagreements and conflicts of interest that may arise between employees, business partners, customers, and the Company.

2. BASIC PRINCIPLES

Managers and employees must comply with the basic principles set forth in this document hereby in all their affairs and businesses, and must do their best to maximize the reputation of the Doğan Group and its shareholders. Our employees must act in line with the principle of care and loyalty in situations and under conditions not covered by this code.

The Code of Ethics is presented below under three main headings:

- Conflicts of Interest
- Relations with Stakeholders
- Flow of Information

3. PRINCIPLES OF IMPLEMENTATION

3.1. Conflicts of Interest

The basic principles on conflicts of interest and management thereof include the following:

- Our employees may not use their duties and authority to benefit themselves, their families or third parties or to gain personal and private interests in any manner whatsoever.
- Our employees may not accept direct or indirect gifts, or obtain benefits in relation to the company business; or accept debts from persons or companies that the company has business relations with.

- Our employees may not give gifts or provide benefits to third parties and entities that will influence their impartiality, decisions, and conduct.
- The resources and the means of the company may not be used for the purpose of supporting political activities; no political activities may be carried out at the company; no donations may be made to political parties or the candidates thereof; and political campaigns may not be supported.

Details on the above-listed articles are presented below.

3.1.1. Gifts Allowed to Be Given

Employees must make sure that the gifts to be given to parties we have business relations with are in line with the rules set forth in this document. The below rules have been established for the gifts that may be given accordingly.

- The basic rule here is not to make any amount of payments in cash, or give gifts that can easily be converted into cash. However, as per our traditions and customs, the gifts that our employees may give due to private or general celebrations (e.g. weddings, engagement ceremonies, birthdays, and the like), in accordance with their status and position, are outside of this scope.
- The value of the gift given may not exceed TL 500. The approval of the most senior executive of the department is required for exceptions.
- The gifts given must not be to change or influence the impartiality, decisions, and conduct of the other party with regards to any business dealing, agreement, or bureaucratic transaction that the company is involved in.

3.1.2. Gifts That Can Be Accepted

Our employees may not ask for any personal payments or gifts from third parties that have business dealings with the company; nor may they act in a manner as to imply such requests.

Provided that the rules of honesty and good intentions are complied with, gifts may be accepted only as stipulated by the following rules.

- Our employees may not accept payments in any manner, amount or quantity whatsoever. This includes instruments that can easily be converted into cash (e.g. gift cheques, and the like).
- Gifts may be accepted provided that they are not payments and that they do not exceed TL 500 in value, are not related with any business or agreement that concerns the company, and that it is clear that they are not given for the purpose of influencing our employee.
- In case they encounter non-cash gifts or offerings the value of which exceeds TL 500, the employee should not accept such gift as a rule. However, exceptionally, in case of a gift that is presented in such a manner and reason as to not lead to a conflict of interest, such gifts may be accepted with the written approval of the management. Written approvals are obtained from the most senior executive of the relevant department of the employee. Approvals indicating that the gifts may be accepted must be kept by the party obtaining the permission.

3.1.3. Gifts That Can Be Given to Public Officials

When an employee wishes to give a gift to any public official or public employee, action must be taken as prescribed by the current decision of the Ethics Committee of the Prime Ministry at <http://www.etik.gov.tr>.

3.1.4. Business Lunches and Dinners

When inviting someone to, or attending, a business lunch or dinner, employees must be careful to ensure that the invitation is suitable for the purpose. As a rule, an invitation extended as a business lunch/dinner must be at a location that is suitable for the purpose of a business lunch/dinner, and the positions of the attendees.

3.1.5. Activities of Political Content

Doğan Holding respects the rights of employees to take part in political events as individuals; however, those who participate in political events must clearly indicate that they are not representing the company. The following are expected from our employees who take part in political events:

- To clearly reveal the fact that they are not representing the company in any manner whatsoever.
- To absolutely avoid using company resources in fulfilling or supporting personal political activities, including company time, telephones, papers, e-mail and other assets.

3.1.6. Part-time/Second Jobs

Company employees may not work at a second job with remuneration neither during work days, weekends, national holidays, and general holidays, nor during their annual paid leave days. The Human Resources Department shall be informed for work carried out in return for royalties, through cultural, artistic, or scientific work.

Furthermore, in the event our employees receive an offer that requires them to receive remuneration, such as consultancy, or a similar position, or in the event they hold direct or indirect shares in a company, they must obtain the written approval of the Chief Executive Officer.

In addition, our employees may carry out volunteer activities in such a manner that does not disrupt their duties and responsibilities at the company (e.g. with charities, foundations, or non-government organizations, and the like, founded legally). However, they may not use corporate titles and positions during the course of such activities.

3.1.7. Personal Investments

When our employees are managing their personal investments, they may not make personal investments involving the shares of companies or other investment instruments that will create any possible conflict of interest with their duties and responsibilities at the company.

3.2. Relations with Stakeholders

The basic principles that the employees must take into consideration with regards to their relations with each other, business partners, customers, suppliers, and other stakeholders are listed below.

- The principles of honesty, trust, consistency, professionalism, long-term relations, and respect for mutual interests are regarded in relations with customers, suppliers, and other persons and organizations that the company has business relations with.
- The objectives are delivering superior quality, and meeting the needs and expectations of customers fully with regards to services and products.
- Competitors' products may not be slandered, and misleading advertising is not allowed.
- With regard to human resource management at the Group, no discrimination is allowed due to race, ethnic origin, nationality, religion, and gender; equal opportunities are offered to people under equal conditions; remuneration and promotions are based on employee performance and efficiency, and an "open door policy" is embraced.
- Employees are offered a secure and healthy working environment, and an opportunity to develop their careers at the company.
- Protection of the natural environment, consumer rights, and public health as well as legal and regulatory compliance in these areas are essential.
- Known or suspected breaches of the Code must be brought to the attention of the Department Manager or the Human Resources Department management prior to taking any personal measures.
- Employees must dress in a manner that is suitable for the business environment, simple, and tasteful; they must absolutely avoid clothing that is not in line with the seriousness of the company, and that represents a certain political, religious, or a social view.
- Employees should place the interests of the company above those of individual or family concerns when making business related decisions. Furthermore, in case of encountering an uncertainty at the decision making stage, a priority should be placed on the public good.

- Employees shall exercise maximum care with regards to company expenditures, and act with an awareness of savings and reducing costs. They should also exert maximum efforts to protect company assets.
- Unless expressly authorized, employees may not undertake any commitments, or make statements on behalf of the company.
- Company business activities are carried out taking into account applicable laws, rules and regulations in effect, the articles of association of the company; internal regulations, and the policies created. The deadlines and other restrictions set forth in the information requests received from the public authorities are complied with.
- Employees carry out their duties in an equitable, transparent, accountable, and responsible manner.
- Mutual respect, trust, and cooperation are essential in relations between employees.
- All employees fulfill their responsibilities to protect and further the well-respected image of the company. Accordingly, all employees ensure that their personal attitude, conduct and behavior are in compliance with applicable laws and the general Code of Ethics.
- The company is keenly aware of its social responsibilities. It complies with applicable regulations related to the environment, consumers, and public health. The company supports and respects internationally recognized human rights. It actively fights against all types of corruption, including dishonesty and bribery.

3.2.1. Communication

Giving wrong, misleading, and exaggerated information during contact with our customers or other organizations should absolutely be avoided.

3.2.2. Media Research and Interview Requests

Any and all kinds of interviews or disclosure requests to be used in the media shall be coordinated and responded to as stipulated by the "Public Disclosure Policy" of the company.

Employees may not make any disclosures to any media-written, verbal, or visual-on topics related to the company, without the permission of the Chief Executive Officer or the Chairman of the Board of Directors.

SUSTAINABILITY

OUR CODE OF ETHICS

Speaking, presenting documents, or becoming a panelist at meetings held by others, such as congresses, conferences, and seminars, require the written approval of the most senior executive of the relevant department. Similarly, no articles, writings, or images may be prepared using titles at the company, without approval.

3.2.3. Pricing

For the pricing of all products and services delivered by the company, our employees are obliged to comply with internal regulations as well as applicable legal obligations. Compliance with the rules set forth in this document hereby as well as the reputation of the company is taken into consideration with regards to pricing.

3.2.4. Customer Complaints

Any and all customer complaints related to corporate products and services must be directed to the relevant channels in order to ensure a fast and appropriate solution. Any and all serious and extraordinary complaints, which may affect the reputation of the company, must be conveyed to the Executive Committee through the relevant Department Manager without delay.

3.2.5. Legal Requests Regarding Stakeholders

Information requested by the competent authorities regarding stakeholders may only be given with the approval of the Legal Affairs Department.

3.2.6. Transactions Contrary to the Competition Law

Under any circumstances, our employees may not act in a way, or be involved in agreements with competitors that may create a dominant position in the market or that may influence pricing or marketing policies, and that may violate competition regulations. In case of uncertainties, action shall be taken pursuant to the opinions of the Legal Affairs Department.

3.2.7. Legal Matters

In the event our employees are involved in a penal or an administrative interrogation, taken under custody, arrested, taken into an interrogation or convicted due to any reason whatsoever (to be heard as witnesses or as the accused party), they must inform their managers and the Human Resources

Department in written form, or in cases where that is not possible, verbal notification may be given. The Human Resources Department shall inform the Legal Affairs Department, and where necessary, it will be ensured that the employee receive the support of an attorney.

3.3. Flow of Information

3.3.1. Security of Information

All company related information is subject to the principle of confidentiality; and it is forbidden to convey such information to third parties and trade in such information. Accordingly:

- Any and all kinds of company information as well as the personal information of employees, customers and business partners are kept confidential.
- Employees may not disclose any confidential or non-public information about the company, nor may they use such information in their own favor or in the favor of others.
- Care is exercised with regards to restrictions concerning royalties, commercial brands, trade secrets, and intellectual property.
- Information related to the customers of the company is kept confidential within the context of protection of personal data. This information is not provided to third parties by any means, except at the written orders of competent authorities.

3.3.2. Information Regarding the Company

Proprietary trade secrets, financial information, customer-employee information, and all information acquired during working time; materials, programs and documents; computer and telecommunication systems; hardware-software; and all other arrangements and practices as well as all works by employees in the company, agreements, and products developed are confidential, and are owned by the company. Information related to third parties acquired during such work also falls within this scope.

It is absolutely forbidden to use such documents for personal or private interests or for the benefit of third parties, entities, and organizations, while working at the company, or afterwards upon leaving the company. The patent rights of inventions belong to the company.

3.3.3. Prohibition of Insider Trading

It is absolutely forbidden for our employees, who possess any and all confidential information on the company, its customers, or transactions, to use such information when buying and selling any capital market instruments, financial instruments, including shares, for personal gain or to convey this information to third parties or to confer benefits onto third parties.

3.3.4. Information Systems

No software that has been developed within the company or procured externally may be used without authorization and permission regardless of the purpose of such use, whether personal or business related; and it may not be allowed to be used by third parties, and may not be copied.

3.3.5. Confidentiality of Electronic Documents or Other Information

As a rule, our employees should not use the equipment, systems, or e-mail systems of the company to prepare, store, or send personal and private information. However, in case of such use, they will have waived the confidentiality of their personal information, and the employees responsible for the supervision and the security of the company will be entitled to examine such information.

3.3.6. Other

Any violations of information security, the details of which are provided in the "Information Security Policy," other than those mentioned above, shall be considered to be in violation of the Code of Ethics.

4. PRACTICE

Our employees are expected to comply with the principles set forth within the scope of Code of Ethics. Accordingly:

- Action is taken as prescribed by the Labor Law, other relevant legislation, and the provisions of the internal procedures about those who violate the rules set forth in this document hereby.
- Employees who know/suspect of any rule violations, but who do not inform the Department Manager or the Executive Committee about this issue are assessed in the same manner with the employee who is in violation.

OCCUPATIONAL HEALTH AND SAFETY

We conduct risk analyses across all Group companies and take the necessary measures to minimize identified risks.

OUR OCCUPATIONAL HEALTH AND SAFETY POLICY

- We place great importance on the health and safety of the employees within our Group.
- Ensuring worker health and safety in the workplace is one of the priority objectives of our Group; the responsibilities related to this matter are shared between all the departments, from junior administrators to top executives. As employees, we do our utmost to comply with the prescribed health and safety policies in order to ensure workplace safety.
- Pursuant to regulatory requirements, occupational health and safety committees are active at Doğan Group companies. Our committees engage in efforts to measure and enhance the performance of the occupational health and safety management system.
- We adopt as principle to fully comply with legal and regulatory requirements related to occupational health and safety. We also believe that the improvement of occupational health and safety is the collective responsibility of all employees.
- The OHS Committee monitors the Group in terms of compliance with OHS regulations and Doğan Group's OHS policy.
- Our employees are responsible for notifying their managers immediately about any unsafe situations. By doing so, we encourage our employees to assume responsibility for the safety of their workplace.
- We perform risk analyses within our Group companies about this matter. We take measures to minimize the risks identified as a result of these analyses.
- Our main objective is to ensure a safe workplace and safe working conditions by determining in advance the factors that may cause occupational accidents and illnesses and thereby prevent the risks. We plan to reach our "Zero Occupational Accidents" target by constantly improving our occupational health and safety culture and by setting goals, such as encouraging participation from every level of the Group in risk evaluation and risk level reduction activities.
- We periodically organize mandatory occupational health and safety trainings in order to provide our employees with a safe work environment and raise employee awareness about occupational health and safety issues. We aim to identify new and current problems by periodically reviewing our training activities.

SUSTAINABILITY

OCCUPATIONAL HEALTH AND SAFETY

OCCUPATIONAL HEALTH AND SAFETY PRACTICES

A Safe Workplace, Happy Employees

Doğan Holding fulfills all the requirements stipulated by occupational health and safety laws, rules and regulations, and undertakes necessary improvements by closely monitoring all legal and regulatory changes.

Occupational Health and Safety

Committee: In 2014, the “Doğan Group Occupational Health and Safety Policy” was drawn up to set forth OHS practices at Group companies. In addition, an Occupational Health and Safety Committee was established within the framework of this policy. The OHS Committee is responsible for overseeing occupational health and safety practices at Group companies, ensuring compliance with the OHS Policy, and reporting any incidents or failures to relevant authorities.

Operating Procedures for the Occupational Health and Safety

Committee: The OHS Committee commenced the formulation of occupational health and safety procedures to ensure that all Group companies comply with OHS legislation, ILO rules, human rights norms, and Doğan Group's OHS Policy. The first set of procedures has already been formulated for Doğan Holding.

Occupational Health and Safety (OHS)

Committees: Occupational Health and Safety Committees have been set up in all Group companies, and committee members were trained with regard to their duties and authority. As stipulated by law, the committees are comprised

of the employer's representative, an occupational doctor, occupational safety specialists, a human resources officer, employee representatives, and technical and administrative personnel. The committees have convened within the periods prescribed by law and have made decisions on issues falling under their authority.

Occupational Doctors and Occupational

Safety Specialists: Due to variations in the location and headcount of Group companies, and as is permitted by law, we embrace the principle of joint use of resources by all Group companies. Owing to changes in the number of employees within Group companies, the number, location and responsibilities of both HR (human resources) and OS (occupational safety) specialists have been adjusted accordingly.

Emergency Action Plan: To minimize damage in emergencies such as fires or earthquakes, emergency action plans have been prepared and all personnel have received both theoretical and practical training.

First Aid Training: Employees have received theoretical and practical training from authorized agencies, and these personnel obtained certification after passing the required tests.

Training Efforts: In 2014, all newly recruited employees attended OHS training seminars, while technical personnel participated in special training programs according to the nature of their work.

HR and OSS Electronic Registration

System: The electronic registration system, developed for the Human Resources Department to facilitate the tracking of recruitment and periodic health checks, was further improved according to user suggestions. A similar program was created for OSS (Occupational Safety Specialist)s.

Recruitment and Periodic Health Checks:

In 2014, newly hired personnel underwent additional check-ups, such as hearing tests, roentgenographic examination of the lower back, and ophthalmic checks, depending on their area of expertise. These controls were repeated periodically. Additionally, the entire workforce underwent chest X-rays. All willing personnel participated in the hearing and vision tests, in addition to those who are required to do so.

Infectious Disease Testing and Hygiene

Inspections: All personnel involved in food-related services undergo infectious disease testing on a regular basis. In addition, hygiene inspections are carried out periodically to ensure food safety.

Workplace Controls: In all facilities, workplaces are checked against any health hazards that could jeopardize employee health and all necessary precautions are taken.

Work Equipment Controls: All equipment used in workplaces were checked by authorized personnel within prescribed deadlines.

Monitoring Subcontractors: The activities of all subcontractors that serve Doğan Group are closely monitored and OHS clauses are included in all subcontractor agreements.

OUR MANAGEMENT STRUCTURE

Sustainable and Profitable Growth Strategy

Doğan Group Companies adopt a management approach based on the Holding's sustainable and profitable growth strategy. The Group's companies also create a transparent, flexible and entrepreneurial working environment centered on teamwork and communication.

As a driving force of the Turkish economy, Doğan Holding remains the pioneer of change and development in all its sectors while maintaining an innovative vision.

Doğan Holding fully embraces the concepts of equality, transparency, accountability and responsibility put forth in the Capital Markets Board's Corporate Governance Principles as an integral part of its corporate culture.

Doğan Holding has been included in the BIST Corporate Governance Index since November 4, 2009. In its report dated November 5, 2014, SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş., a rating agency licensed by the Capital Markets Board to perform corporate governance rating activities in accordance with CMB's regulations and resolutions, upgraded Doğan Holding's corporate governance rating to 9.35 (93.53%) out of 10.00. As per CMB's relevant resolution, the final rating is determined by assigning different weights to four subcategories. The distribution of our corporate governance rating by subcategory is presented below:

Subcategories:

Shareholders [Weight: 0.25] - Score: 94.36

Public Disclosure and Transparency [Weight: 0.25] - Score: 95.70

Stakeholders [Weight: 0.15] - Score: 93.92

Board of Directors [Weight: 0.35] - Score: 91.23

Doğan Group Companies adopt a management approach based on the Holding's sustainable and profitable growth strategy. The Group's companies also create a transparent, flexible and entrepreneurial working environment centered on teamwork and communication.

Board of Directors*

Name/Surname	Duty
Y. Begümhan Doğan Faralyalı	Chairwoman of the Board of Directors
Hanzade V. Doğan Boyner	Vice Chairwoman of the Board of Directors
Arzuhan Doğan Yalçındağ	Member of the Board of Directors
Vuslat Doğan Sabancı	Member of the Board of Directors
Yahya Üzdüyen	Executive Director of the Board of Directors
İmre Barmanbek	Member of the Board of Directors
Ertuğrul Feyzi Tuncer	Independent Board Member
Ali Aydın Pandır	Independent Board Member
Tayfun Bayazıt	Independent Board Member

*Detailed information on the Board of Directors and Committees, as well as member résumés, are presented in the Corporate Governance Compliance Report.

CORPORATE GOVERNANCE

OUR MANAGEMENT STRUCTURE

Executive Board*

Name/Surname	Duty
Yahya Üzdiyen	President (CEO)
Soner Gedik	Member
Ahmet Toksoy	Member (CFO)

Audit Committee*

Name/Surname	Duty
Tayfun Bayazıt	President (Independent Board Member)
Ali Aydın Pandır	Member (Independent Board Member)

Corporate Governance Committee*

Name/Surname	Duty
Tayfun Bayazıt	President (Independent Board Member)
İmre Barmanbek	Member
Dr. Murat Doğu	Member

Early Risk Detection Committee*

Name/Surname	Duty
Ertuğrul Feyzi Tuncer	President (Independent Board Member)
Erem Turgut Yücel	Member
Tolga Babalı	Member
Yener Şenok	Member
Korhan Kurtoğlu	Member
Tahir Ersoy	Member

*Detailed information on the Board of Directors and Committees, as well as member résumés, are presented in the Corporate Governance Compliance Report.

ANTI-BRIBERY AND CORRUPTION POLICY*

1. PURPOSE

The purpose of this policy is to clearly define Doğan Group's approach to bribery and corruption. With this policy, Doğan Group confirms its commitment to abide by all anti-bribery and anti-corruption laws and regulations as well as applicable legislation and ethical principles in the countries in which it operates, and to fulfill its responsibilities and comply with relevant rules.

2. PRINCIPLES OF IMPLEMENTATION

2.1. Bribery and Corruption

Doğan Group has issued an anti-bribery and anti-corruption policy as an indication of the sensitivities it displays regarding business ethics. Bribery and corruption may take place in many different forms, including:

- Cash payments, political or other donations,
 - Commission,
 - Facilitating payments,
 - Social rights,
 - Gifts, representations, and entertainments other than those defined in the Code of Ethics,
 - Employment of a relative,
 - Other benefits,
 - Promotion,
- etc.

Within the context of the principles determined in this policy, we hereby undertake to carry out our activities in a fair, transparent, and honest manner, in compliance with legal rules and code of conducts.

Besides being extremely sensitive about fighting with bribery and corruption, we are against bribery and corruption and never tolerate activities involving bribery and corruption. In this respect, offering, implying, receiving, or accepting bribe is unacceptable.

As an adopted principle, we discontinue our business relationship with 3rd parties, who demand to work with the Doğan Group through bribery.

Our employees are not punished for any delay or loss of earnings that would arise from their rejection to offer or accept bribery.

We comply with local laws, regulations, and principles as well as those effective in the countries of operation with respect to bribery and corruption. We comply with the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and other anti-bribery and anti-corruption regulations issued against bribery and corruption in the sectors we operate in.

2.2. Relationships with Public

It is not acceptable to guarantee or imply giving any valuable gift and/or article or making any direct or indirect payment to a Public Official for the purpose of influencing an official action or decision.

Besides, our employees may not, directly or indirectly, administer bribe to public officials in order to obtain benefits in public works. Therefore, our employees are obliged to act in compliance with the Anti-Bribery and Anti-Corruption Policy of our Group.

2.3. Agreements and Tenders

As the Doğan Group, we take care to act in compliance with this policy in any agreements we are a party to, in case a business relationship is started or continued, and in any public or private tenders. Furthermore, as the Doğan Group, we act in accordance with this policy in company merger and acquisition transactions as well as joint venture processes and we expect the target companies or those we work with in these processes to act in compliance with this policy as well.

*Our Anti-bribery and Corruption Policy was published on our website in March 2015.

CORPORATE GOVERNANCE

ANTI-BRIBERY AND CORRUPTION POLICY*

2.4. Facilitating Payments

As the Doğan Group, we do not permit facilitating payments to guarantee or accelerate a routine transaction or a process (obtaining permission, license, tender processes, etc.) with public institutions.

2.5. Donation and Gift

The matters concerning donations and gifts in the Doğan Group and the principles regarding their entry in records have been regulated in detail in the Code of Ethics of the Doğan Group.

Our employees may not accept or offer any gift that would damage their independence in their relationships with public officers, customers, suppliers, and other business partners.

We take care not to cause any situations that might result in or be perceived as a conflict of interest and to prevent any offer or acceptance of gifts in such situations.

2.6. Keeping Records

The matters which the companies included within the structure of our Group are obliged to comply in relation with the accounting system have been organized within the framework of the relevant legislation and regulations. We take care to ensure that;

- Any and all accounts, invoices, and documents concerning our relationships with third parties (customers, suppliers, other service providers, etc.) are kept and stored in records in complete, transparent, exact, fair, and reliably accurate form,
- Internal control systems that would prevent informal transactions are set up,
- No alterations are made on any accounting or similar commercial records concerning any transaction and the facts are not distorted.

2.7. Representation and Entertainment

The following may be included among representation and entertainment activities;

- Social Activities,
- Accommodation,
- Lunch or Dinner Invitation.

The Doğan Group may carry out representation and entertainment activities in order to develop its commercial relationships and for establishing a commercial communication network.

We take care to ensure that these activities are within reasonable limits. We take care not to carry out such representation and entertainment activities prior to a fundamental and important decision-making process.

2.8. Training and Communication

Our Anti-Bribery and Anti-Corruption Policy has been announced to the employees of the Doğan Group and it is continuously and easily accessible through the Doğanbiz portal of the Company.

Trainings are organized in order to raise the awareness of our employees with regard to being against bribery and corruption.

DONATION AND AID POLICY

In order for our Company to make a donation, the Articles of Association must include a provision about this matter. The donation limit shall be determined by the General Assembly in case that it is not mentioned in the Articles of Association.

Our company may make donations to the ones listed below within the scope of corporate social responsibility practices, TCC (Turkish Commercial Code), CML (Capital Markets Law), Regulations and Resolutions of CMB (Capital Markets Board), TCO (Turkish Code of Obligations), Tax Law and other relevant legislation provisions and Articles of Association and General Assembly Resolution, in a compliant manner with the objective and purpose of the donation;

- a. Departments included in the general budget and annexed budget,
- b. Provincial private administrations,
- c. Municipalities and villages,
- d. Foundations granted tax exemptions by the Council of Ministers,
- e. Associations serving public welfare,
- f. Institutions and agencies engaged in scientific research and development activities, to the universities and educational institutions, and to such other persons or institutions.

Within the scope of corporate social responsibility activities, Doğan Holding may make aids and donations for matters such as education, health, sports, art and culture, environment and for the purpose of investing in country's and the youth's future and prosperity. When determining the institution to donate, the amount and the type of donation, Doğan Holding Social Responsibility Policy takes into consideration.

Aids and donations can be made in cash and/or in kind.

The upper limit in relation to aids and donations to be made in accordance with Capital Markets Legislation, CML (Capital Markets Law), Regulations and Resolutions of CMB (Capital Markets Board) and within the scope of principles stated in the Articles of Association, is set by the General Assembly upon the Board of Directors' proposal, in case that the upper limit is not determined by the Articles of Association. In line with the upper limit, the aids and donations are made by the Executive Committee's advice and the Board of Directors' approval.

Donations may not be made in excessive amounts defined by the General Assembly, and the donations made in an accounting year are added onto the "net distributable profit" basis of the relevant accounting year.

In accordance with the CML and Regulations and Resolutions of CMB, Doğan Holding may make aids and donations provided that the "distributable net profit of the period" is calculated pursuant to the financial statements recently announced to the public.

Donations made by the Company should not contradict the regulations of the Capital Markets Law and the Regulations and Resolutions of CMB on the transfer of hidden revenues, Turkish Commercial Code, Turkish Code of Obligations and other relevant legislation; required public disclosures should be made pursuant to the Capital Markets Law and the Regulations and Resolutions of CMB; and the donations made during one financial year should be submitted for the information of the shareholders in the General Assembly.

Doğan Group companies' whose shares are not traded in Borsa İstanbul A.Ş. (İstanbul Stock Exchange) can make aids and donations provided that the "distributable net profit of the period" is calculated pursuant to the latest finalized financial statements prepared according to the legal records kept within the scope of Turkish Commercial Code and Tax Law.

Doğan Holding may establish foundations having social aims for its members and it may participate and help this type of foundations.

CORPORATE GOVERNANCE

REMUNERATION POLICY

Unless our Board of Directors makes a decision otherwise, duties of the Remuneration Committee are carried out by the Corporate Governance Committee as also stipulated by the Communiqué for Corporate Governance (II-17.1) ("Communiqué") of the Capital Markets Board.

A-GENERAL

In consideration of the market conditions and balanced implementations within Doğan Şirketler Grubu Holding A.Ş. ("Company"), the Company adopts the principle of equal remuneration for equal jobs.

Market trends and performance evaluations are taken into account in defining the remuneration levels and updating the same.

Annual salary raises are reflected in salaries of employees at the rates and in time periods deemed required by the employer upon approval of the Chairman of the Executive Board.

All employees are allowed, in addition to salaries, some auxiliary benefit packages in line with their positions.

Senior executives and other personnel who engage in management may gain additional premiums or rewarding depending on their performances.

Meetings are organized with the personnel for giving information and soliciting their opinions about various subjects including the financial status of the Company, remunerations, careers, training and health.

All staff is informed about their job descriptions and distribution along with performance and rewarding criteria. Productivity is taken into consideration in defining the remuneration and other benefits to the staff. The Company may make plans of offering shares to the personnel.

B-CORPORATE GOVERNANCE COMMITTEE

Corporate Governance Committee;

a) defines and monitors the principles, criteria and applications, by taking into consideration of the long term targets of the Company, of remuneration of members of the Board of Directors and of the senior executives with management responsibilities and their performance evaluation;

b) submits proposals to the Board of Directors in connection with the remuneration of members of the Board of Directors and of the senior executives with management responsibilities by taking into consideration the degree of reaching the criteria used in remuneration.

Additionally, the committee submits criticism and performance evaluation on the Board of Directors, and on senior executives who have offices in both the Board and carrying management responsibilities.

C-BOARD OF DIRECTORS

In accordance with provisions of Article 394 of the Turkish Commercial Code, members of the Board of Directors may be paid attendance fee, wage, gratuity, premium and dividend from annual profit providing the relevant amounts are defined by the Articles of Association or by a resolution of the General Assembly. Those of the members of the Board of Directors who are charged also in operations are offered, along with the attendance fee they receive due to being a member of the Board of Directors, monthly salaries and any relevant benefits for their duties in the Company.

Such principles of remuneration of the members of the Board of Directors and executives with management responsibilities are made in writing order to present to the shareholders' information in a separate article of the agenda of the General Assembly meeting so participants may give their opinions. The Remuneration Policy is announced by the official web site of the Company at www.doganholding.com.tr.

Dividends, share options or performance based Company payment plans are not used in the remuneration of the independent members of the Board of Directors. On the other hand, care is shown onto the fact that the remuneration of the independent members of the Board of Directors shall be in the way to support them to preserve their independence.

The Company does not extend loans, allow credits, extend any payment terms for any credits or loans formerly allowed or optimize conditions thereof, if any, or allow credits under personal credits through a third individual to or show guarantees including sureties to the benefit of a member of the Board of Directors or senior executive with management responsibilities.

All fees paid and other benefits supplied to the members of the Board of Directors and senior executives with management responsibilities (including salaries, gratuities, any other regular and occasional payments along with monetary, shares, derived products subject to shares, share purchase options given to the employee within share earning plans, non-cash payments such as automobile and housing of which possessions are given and/or which are given temporarily given for use only) are announced to the public by classifying through an annual report of activities as registered with a title deed.

INTERNAL AUDIT AND CONTROL

Due to evolving business procedures, legislative and regulatory amendments, advances in technology and related applications, and in parallel with operational requirements and the need to adapt to current market conditions, Doğan Holding initiated a project in 2014 for “Determining/Updating Policies, Regulations and Procedures.” The purpose of this initiative is to ensure that the Holding achieves its goals in line with its mission, vision and strategies while minimizing risks and providing a best model for Group companies. In addition, the Holding aimed to emphasize that internal control is a process implemented by individuals; to this end, it began to develop the “Internal Control Guidelines for Doğan Holding and Its Subsidiaries” under COSO’s 2013 framework.

In 2014, COBIT-based information systems audits were conducted; the necessary documentation related to information security was completed; and an Information Security Committee was set up and began operations. In addition to these efforts, the Vice Presidency of Audit continued to fulfill its assurance function to protect Company assets, performed compliance testing, and provided consultancy by formulating efficiency/savings projects. Actions suggested by the Vice Presidency of Audit and approved by the Board of Directors were put into force by the Executive Committee, and shared with the Audit Committee.

Plans for the year 2015 include the completion of ongoing projects: increasing the competence of teams in information technology and information systems audits and carrying out audit and supervision activities in this area; providing training to subsidiaries to increase awareness and understanding of internal control; establishing an infrastructure for information systems audit/supervision, such as GRC; and completing the professional certification processes (Certified Internal Auditor, and CPA licensing) that have already been initiated.

CORPORATE GOVERNANCE

RISK MANAGEMENT

As part of its risk management policies, Doğan Holding defines and measures fiscal, operational and compliance risks as well as financial risks, in addition to providing recommendations to Group companies based on available data. The Holding's Chief Financial Operations is responsible for the management of fiscal, operational and compliance risks while financial risks are handled by the Vice Presidency of Finance and Portfolio Management.

Fiscal, Operational and Compliance Risk Management

Efforts to define, identify and monitor the risks that the Group companies are exposed to, as well as risk management activities for controlling and mitigating such identified risks, are performed under the coordination of the Holding's Chief Financial Operations in conjunction with the senior management of the Group companies.

In an effort to minimize and manage risks specific to the industries in which Doğan Holding companies operate, members of the Executive Committee as well as other senior executives and department managers were administered training on applicable regulations. Consequently, risk perception was instilled and risk awareness was raised at all levels of the Company. Another effort to identify operational risks is the early warning system project carried out in tandem with the IT Department.

The management of tax, commercial law and capital markets compliance risks, which are a major component of fiscal, operational and compliance risks, is carried out under the coordination of the relevant Vice Presidents of the Holding's Chief Financial Operations by the Audit and Risk Management Units with the occasional support of audit and certified public accounting firms. Group companies are constantly monitored against risks with such audit and control activities.

Additionally, pursuant to Article 378 of the Turkish Commercial Code (Law No. 6102), Doğan Holding's Board of Directors has set up an Early Risk Detection Committee. The Committee is charged with detecting early on the risks that could jeopardize the existence, development and continuity of the Company; taking necessary action against such risks; managing risks; and reviewing the risk management systems at least once every year. At Group companies listed on the stock exchange, Early Risk Detection Committees convene bimonthly to assess risks and submit a report to the Board of Directors.

Financial Risk Management

Due to its business activities, Doğan Holding is subjected to a range of risks, such as credit risk, market risk (foreign currency, interest risks, price) and liquidity risk. Financial risk management aims to minimize the adverse effects caused by the volatility of the financial markets on the financial results.

To be able to avoid these financial risks, the Group uses the options of recording foreign currency positions on a Holding-basis in consideration of the Group companies' foreign currency liabilities; positioning the Group in line with its liabilities according to the cash conditions of the Group companies; and limiting the volume of derivative liabilities.

Financial risk management is conducted by individual subsidiaries and affiliates, within the general framework set by the Board of Directors.

The Centralized Treasury System enables the daily market values (including options and forward transactions) of any financial instrument to be calculated. Adopted in 2011, this system allows for the follow-up of financial risks and the management of assets and liabilities. With the financial risk management system, foreign currency and interest risks are calculated according to market yield curves and reported on a daily basis. The Centralized Treasury System also features portfolio management software, which helps report the financial cash flow and portfolio efficiency on a daily basis for every company and for the Group as a whole.

Credit Risk

Credit risk is the risk of the other party's non-fulfillment of its contractual obligations, in those contracts signed by the Group. This risk involves Group company receivables, particularly from advertising.

Media: The Group controls its credit risk primarily by credit assessment through its factoring firm and by assigning credit limits to counter parties, in effect creating a data center. Credit risk is distributed due to the many organizations in the client-base and their distribution among diverse business areas.

Other: These risks are controlled by limiting the average risk for the other party (except related parties) in each contract, and by demanding collaterals when required.

Receivables Risk

Doğan Group companies are exposed to receivables risk due to trade receivables from their credit sales. Therefore, the Group companies management try to minimize their accounts receivable risks by setting credit limits for each customer and obtaining collateral when necessary, or by executing sales transactions in cash when working with high risk customers.

Collection risk, which Group companies are subject to, generally arises from trade receivables. Therefore, companies assess collection risk by taking into consideration past experiences and evaluating the current economic environment, and duly set aside a sufficient provision for doubtful accounts.

Interest Rate Risk

Media: Doğan Group is subject to interest rate risk due to fluctuating interest rates, which affect those assets and liabilities that have interest rate sensitivity. The Group manages this risk by using derivative instruments and diversifying those assets and liabilities that are interest rate sensitive.

Other: The financial liabilities of other segments of business activity expose these to interest rate risk. The financial liabilities of such segments mostly consist of borrowing at floating interest rates.

Liquidity Risk

Prudent liquidity risk management consists of maintaining a sufficient amount of cash to meet short term payments, through short term deposits and securities that can be rapidly turned into cash; funding investments through sufficient credit facilities; and the ability to close market positions when necessary.

For each segment of business activity under the Group's umbrella, the risk related to the funding of current and future borrowing requirements is managed by ensuring the continuous availability of a sufficient number of high quality credit providers.

CORPORATE GOVERNANCE

RISK MANAGEMENT

Foreign Currency (Exchange) Risk

Doğan Group is subject to foreign currency risks due to changes in exchange rates as a result of conversions of foreign currency debt amounts into the functional currency. These risks are monitored and limited through foreign currency positions analyses. Scenario analyses and stress tests are also used to analyze foreign exchange positions.

The Group is mainly subject to foreign exchange risks in terms of US dollar and euro; the impact of other currencies is negligible.

(TL thousand)	December 31, 2014	December 31, 2013
Assets in Foreign Currency	2,096,486	2,480,267
Liabilities in Foreign Currency	(2,314,937)	(2,004,626)
Off-balance Sheet Net Derivative Liabilities	460	(2,572)
Net Foreign Currency Position	(217,991)	473,069

Capital Risk Management

Doğan Holding's capital risk management efforts aim to provide a return to its partners and benefit to other shareholders; in effect, that means maintaining the optimal capital structure ideal for the Group's business activities. The Group can issue new shares to maintain or reorganize its capital structure and sell assets to decrease its borrowing levels.

To maintain or reorganize its capital structure, the Group can change the dividend amount to be paid to partners, return capital to the shareholders, issue new shares or sell assets to cut borrowing levels.

Doğan Group monitors its capital through the ratio of net liabilities to total capital. Net liabilities are calculated by subtracting cash and cash equivalents, derivative instruments and tax liabilities from total liabilities. Total capital is calculated by adding shareholders' equity to net liabilities, as shown in the consolidated balance sheet.

Legal Risk

There are no outstanding lawsuits filed against Group companies, which could jeopardize the continuity of their operations or damage their financial structure. The legal disputes and cases related to the business activities of Group companies are monitored centrally by the staff attorneys in the Legal Affairs Department under the umbrella of Doğan Group. As such, attorneys specialized in various areas of law can offer their services to all the subsidiaries of the Group. In addition, this centralized legal structure also provides consultancy services to the Group and its subsidiaries, and coordinates the purchase of services from outside legal experts.

Information Technology Risk

The procurement, production, sales and accounting processes across Doğan Group companies are managed via applications and modules on an integrated information system (SAP). Reports related to these transactions are also generated through this system.

Doğan Group keeps a close watch on technological developments and advances, and embraces these according to the needs of Group companies. The Group also continuously monitors the adequacy, efficiency, access, reliability and sufficiency of the services delivered through its information technologies system. Every year, Group companies identify their various IT needs, and the Group undertakes IT investments to meet these needs and requests.

PUBLISHING AND BROADCASTING PRINCIPLES

The Group's Publishing and Broadcasting Principles were reviewed and revised in December 2012 in line with developments in new media, and shared with the public.

The following shared values were defined under these principles, which have been determined separately for print media and broadcast media.

SHARED VALUES

Doğan Media Group is a leading media company that offers exclusive news stories, content and services that shape the agenda and that engages readers and viewers in active dialogue and adds value to their lives across all channel forms, in several languages, and on a 24/7 global basis.

Our "Shared Values" constitute the most important common asset of the Company and its employees, and forms the basis of our publishing and broadcasting principles.

Our Shared Values also form the essence of the contract between us and our readers and viewers.

We promise our readers and viewers, who prefer us, a top-quality publishing activity: one that is creative and in line with professional and ethical principles; and one that at times breaks the mold and traditions, but is ever-respectful of its audience.

1. Trust

For us, the most important value is to win society's trust with our general attitude, and the trust of our readers and viewers with our publications and broadcasts. The very foundation of Doğan Media Group today, as well as in the future, is comprised of this trust.

2. Independence

a) The independent nature of Doğan Media Group, its management and employees, is what forms the basis of the trust we have established in society as well as with our audience.

Our employees and managers respect their professional position above and beyond any and all relationships based on interest and influence. They may not enter or partake in any activity or organization that could tarnish the Group's, the Company's or their own reputation, and should avoid any and all conflict-of-interest situations that would cast doubt on Doğan Media Group's independent stance.

b) Among the most integral factors of the Group's independence is that Doğan Media Group's activities are built upon economic realities and prudent management principles. We will not engage in activities that do not create economic value. This is because an activity that is not economically viable in nature is simply dependent on yet another source.

c) We separate and identify commercial elements appearing in our publications, such as advertisements and sponsorship messages, in a manner that leaves no doubt as to the commercial nature of such elements. We exercise care to not use commercial brand names of companies and commercial product names, provided that such names do not constitute the main story. We do not publish or broadcast any content whatsoever that is based on any suggestion or advice received from advertising sources.

3. Accuracy and Truthfulness

a) The fundamental purpose of our publications is to relay facts to the public in an objective manner, without distorting, exaggerating or censoring said facts, and without being influenced by any external pressure or special interest groups along the way.

b) The element of speed should never overshadow truthfulness, and exaggeration and simplification should never stand in the way of the multi-faceted nature of truth. We should openly admit to what we do not know and make an effort to avoid speculation.

c) Our goal is to never mislead our audience knowingly and deliberately, while minimizing any misleading behavior that stems from a lack of information and diligence on our part, and take corrective action at the earliest possible moment.

CORPORATE GOVERNANCE

PUBLISHING AND BROADCASTING PRINCIPLES

4. Impartiality, Pluralism, Fairness

a) Our publications should be pluralist in a manner that reflects different aspects of the truth, and be impartial in the face of ideas that represent different sides of the truth and social actors. Impartiality and pluralism mean, considering our publications in their entirety and within a reasonable time span, reflecting all mainstream ideas existing within society, without ignoring any such ideas within the confines of proportional fairness.

b) We aim to be open-minded and free of prejudice in the course of evaluating opinions and elements of proof that either defend or oppose an idea, attitude or behavior. We must act fairly in the face of different opinions, ideas, attitudes and behavior. We must be able to place ourselves in the shoes of others, and measure whether or not we have been acting fairly.

5. Compliance with Social Values

a) We live in a nation of many voices, within a society that is rapidly changing. We regard wealth in terms of the ideas, beliefs, attitudes and behaviors of our society, and consider it as a resource that feeds our publishing endeavor. We are respectful towards our democratic and secular system, and the Constitution and laws that bind such diversity and wealth together.

b) We avoid publishing material that limits freedom of speech, conscience and expression; that is in violation of basic human rights; that provokes violence, hatred, brutality and animosity; that fans hatred and animosity amongst individuals, communities and nations; and that offends religious beliefs and sensitivities.

c) In any publication that covers violence and criminal activity, we do not include details that could adversely affect individuals, especially children, or act as a motivational factor or divulge specific methods; this includes language and narration that glorifies violence.

d) We are mindful of the public's right to be informed and how this right must be carefully balanced against furthering terror propaganda in our publications dealing with terrorism. As such, we exercise care to not aggrandize the consequences of terrorist activities in an excessive and disproportionate manner, and we use language that is not ethnically discriminatory.

e) Our publications cover every aspect of the world and human life, and we are aware that this could at times prove to be disturbing, uncomfortable and/or regarded as out of place. While we engage in such reporting, we take pains to not cause deliberate harm to people, especially those groups that need special attention such as children, disabled people and minorities; and we avoid offending social values in an unnecessary, excessive and unjustified manner.

f) We abstain from defining individuals by their race, nation, social class, language, religious belief or lack thereof, professional group, or physical or mental disabilities, provided such elements are not an integral part of the story being reported; and we avoid creating a setting where such individuals could be subjected to mockery, belittlement or humiliation due to their identity.

g) We do not engage in "outing" any certain groups or individuals through various adjectives, assessments or methods, and thus potentially identifying them as objects of hatred. We certainly and most definitely do not allow expressions that promote hate crimes.

h) We do not use names, nicknames or references that mock or humiliate individuals and entities beyond the boundaries of fair criticism.

i) We are acutely aware that our audience expects their children to be protected. We exercise special care so that children and juveniles who appear in or constitute the subject matter of our publications and broadcasts are protected both physically and emotionally.

6. Right to Privacy and Protecting Privacy

a) Our publications respect the privacy of individuals. We do not disclose individuals' private lives, communications, correspondences or documents unless there is a compelling reason to disregard the requirements of the principle of privacy in order to serve the greater good.

b) We do not use an individual's lifestyle, attitude or behavior as a pretext to disclose their private life unless for the greater good.

c) We do not publish surreptitiously-obtained images and sound recordings that violate the sanctity of privacy or any recordings that violate freedom of communication, unless required for the greater good, even if such recording was obtained through legal means.

d) We exercise care to not accuse any individual of actions that are considered a crime by the law unless concrete facts exist to that effect, or pronounce individuals and entities guilty as charged in the course of legal investigations unless proven so. We provide equal coverage to the prosecution and the defense, avoid impacting investigations in a negative manner, and take care to not influence our audience.

7. Transparency and Accountability

a) We are obligated to be accountable to our audience in every endeavor we undertake, starting with our publications. Owning up to our errors openly, if that is the case, and remedying such errors in the most expedient manner is our priority. We respect the right to respond and correct elements that are borne out of false stories and portrayals, and news and articles that infringe upon constitutional rights.

b) All publishing and broadcasting entities within Doğan Media Group take structural measures and establish mechanisms designed to avoid repetitive errors in printing and broadcasting, and facilitate prompt follow-up on the opinions and complaints stated by our audience.

8. Corporate Dignity

a) If it is the public's respect we strive to earn, we must first respect our own organization and colleagues.

b) Regardless of their position within Doğan Media Group, every employee exercises care to avoid behavior that would compromise the dignity of the company or their colleagues, or cause harm to the reputation of the companies under the Group's umbrella.

Publishing Committee

A Publishing Committee was established within Doğan Group to oversee implementation and compliance of the Group's media companies with the publishing principles, tackle the internal problems that Group companies cannot resolve on their own and make the necessary decisions, and to ensure that publishing activities are carried out in accordance with universal standards by eliminating differences of interpretation. The Committee is comprised of members who come from various disciplines, are well known for their expertise in their respective fields, and who represent a wide cross-section of society.

The members will serve on the Committee for a maximum of six years. At the end of the first two years, one third of the members will be renewed.

- Prof. Dr. Feride Acar/ Teaching professor at METU, Member of the United Nations Committee on the Elimination of Discrimination against Women
- Bekir Ağırdir/ General Manager of KONDA Research Company, investigative writer
- Prof. Dr. Bülent Çaplı/ Teaching professor at Bilkent University, visual media expert
- Mustafa Denizli/ Sports person
- Aydın Doğan/ Honorary Chairman of Doğan Şirketler Grubu Holding A.Ş.
- Doğan Hızlan/ Literary and art critic, writer, publishing advisor
- Prof. Dr. Yasemin İnceoğlu/ Teaching professor at Galatasaray University, communications expert
- Altan Öymen/ Journalist-writer
- Prof. Dr. Turgut Tarhanlı/Dean of Law School at Bilgi University, expert on Constitutional law and human rights
- Prof. Dr. Salih Tuğ/Former Dean of the Faculty of Theology and Religion at Marmara University, Chairman of the Board of Trustees of the National Cultural Foundation of Turkey
- Prof. Dr. Aydın Uğur/ Teaching professor at Bilgi University, expert on political science and communications
- Volkan Vural/Retired Ambassador, Former Secretary General of the European Union, Advisor to the Chairman of Doğan Holding
- Prof. Dr. Nevzat Yalçıntaş/Economist, former Minister, Member of Parliament, and former General Manager of TRT (Turkish Radio and Television Corporation)

The Group's "Publishing Principles," which have been determined separately for print and broadcast media, can be accessed via Doğan Holding's Corporate Website, www.doganholding.com.tr.

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 ^(*)	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 ^(*)	Capital Markets, IFRS/ CMB Reporting and Affiliates Oversight Director / Investor Relations Department	0216 556 90 00	handeo@doganholding.com.tr	-	-

^(*) 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 İstanbul 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 Üzdiyen	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, TUSİAD - 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 TUSİAD, 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 Üzdien	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, Communiques 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 Üzdüyen	President	Executive Director	None
Soner Gedik	Member	None	None
Ahmet Toksoy	Member	CFO	None

5.3.5. The Board of Directors elected Tayfun Bayazıt as the President and Ali Aydın Pandır 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 Bayazıt	President	Independent Board Member (Non-Executive)	Independent	President of Corporate Governance Committee
Ali Aydın Pandır	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.

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GENERAL INFORMATION

Accounting Period for the Report:

This activity report covers the period from January 1, 2014 till December 31, 2014.

Company's Trade Name, Trade Registry Number, Contact Details of Headquarters and Branches, and Website:

Trade Name : Doğan Şirketler Grubu Holding A.Ş.
 Trade Registry Number : 175444
 Address : Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, 34676 Üsküdar/İstanbul
 Tel : (216) 556 9000
 Fax : (216) 556 9200
 Website : www.doganholding.com.tr

Explanations about privileged shares and shareholders' right to vote:

There are no privileged shares in Doğan Holding.

Company's Stakes in Direct or Indirect Subsidiaries:

The Company has direct or indirect subsidiaries. The information about these and the Company's stakes in these are presented in the footnotes to the consolidated financial statements for the period from January 1, 2014 until December 31, 2014.

Information About the Company's Acquisition of Its Own Shares:

During the accounting period from January 1, 2014 until December 31, 2014, the Company did not acquire its own shares.

The issue that must be presented to the shareholders 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 subsidiaries 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 company or its subsidiaries' 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:

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 subsidiaries 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 company or its subsidiaries' 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.

Company Executives' Transactions with the Company on Their Own Behalf or on Behalf of Third Parties, or Activities Falling Under Non-Compete Clause within the Scope of the Permission by the General Assembly:

Except for those transactions banned by the Turkish Commercial Code, the Board Members receive the permission of General Assembly to carry out the transactions outlined in the Turkish Commercial Code's Articles 395 and 396. According to the information available to the Company, Board Members did not conduct any commercial activities on their own behalf or on behalf of third parties in the Company's business line.

Administrative or Legal Sanctions Imposed Upon the Company or its Executives Due to Action Violating Legislation:

During the period, no administrative or legal sanction was imposed upon the Company or its executives due to actions violating legislation.

Amendments Made to the Articles of Association within the Period and the Reasons for the Amendments:

Besides the merger, the issue of making amendment to the 8th Article of the Articles of Association of the Company within the framework of the CMB's letter n.29833736-105.01.03.01-1318/6529 (date: 25th of June 2014) and the Ministry of Customs and Trade General Directorate of Domestic Trade permission n.67300147/431.02 (date: 1st of July 2014), was presented to the shareholders' approval and

was approved at the Extraordinary General Assembly Meeting held on the 7th of August 2014 - where the merger had taken place under the umbrella of the Company as the Company's direct subsidiary Doğan Yayın Holding A.Ş.'s all assets and liabilities had been directly "taken-over" to the Company, was presented for the shareholders' information.

In line with the provisions of the subparagraph (c) of the 1st clause of the 25th Article "Aftersales transactions in capital increases" of the CMB's Communiqué n.VII-128.1 on "Shares", approval was received from the CMB letter n.29833736-105.01.03.01-1750-8579 (date: 29th of August 2014) to make an amendment to the 7th Article "Registered and Issued Capital" of the Company Articles of Association. Furthermore, our Company's Board of Directors Decision n.30 (date: 27th of August), was registered in İstanbul Trade Registry Office on the 3rd of September 2014.

RESEARCH AND DEVELOPMENT ACTIVITIES

The Company carried out no R&D activities during 2014 and thus incurred no related costs.

COMPANY ACTIVITIES AND IMPORTANT DEVELOPMENTS

Attainment of Targets Set in Previous Periods, Implementation of General Assembly Resolutions, and Any Reasons for Failure to Attain Targets or Implement Resolutions, and Assessments:

The Company implemented all General Assembly resolutions in the concerned accounting period.

Lawsuits Against the Company Which Could Affect Its Financial Situation and Activities, and Their Possible Outcomes:

The litigation against the Company and the reserves set aside for possible litigation damages are as follows:

Law Cases

The amount of lawsuits against the Group is TL 85,606 thousand as of 31 December 2014 (31 December 2013: TL 80,623 thousand).

TL thousand	December 31, 2014	December 31, 2013
Legal cases	74,816	65,797
Commercial cases	1,166	5,552
Business cases	9,059	7,664
Other	565	1,610
Total	85,606	80,623

A provision for lawsuits filed against the Group whose details are given above amounting to TL 41,335 thousand has been provided with reference to the opinions of the Group's legal advisors and past experience of management related to similar litigations against the Group (31 December 2013: TL 31,189 thousand). Legal cases mainly consist of pecuniary and non-pecuniary damages and lawsuits filed against publishing and broadcasting companies and lawsuits initiated by the Radio and Television Supreme Council.

Information on Extraordinary General Assembly:

Doğan Şirketler Grubu Holding A.Ş.'s Extraordinary General Assembly Meeting ("General Assembly Meeting") - where the merger had taken place under the umbrella of the Company as the Company's direct subsidiary Doğan Yayın Holding A.Ş.'s all assets and liabilities had been "taken-over" to the Company, was presented to the information of the shareholders - was held on the 7th of August 2014. The merger was approved at the General Assembly Meeting. There were 10 negative votes for the General Assembly Meeting's 5th Agenda item regarding the voting made for the "Merger" including the "Merger Agreement" and the "Merger Report", but there was no negative opinion. Thus, regarding the "Merger" none of the shareholders used the "Exit Rights" in Doğan Şirketler Grubu Holding A.Ş. within the scope of the 24th Article "Exit Rights" of the Capital Markets Law n.6362 and the 9th Article "Using the Exit Right" and the 10th Article "Exercise Price of the Shares Subject to Exit Right" of the Capital Markets Board Communiqué n.II-23.1 on "Common Principles Regarding Significant Transactions and the Exit Right" and other relevant legislation.

The issue of making an amendment to the 8th Article "Issuance of Shares" of the Articles of Association of the Company within the framework of the Capital Markets Board letter n.29833736-105.01.03.01-1318/6529 (date: 25th of June 2014) and the Ministry of Customs and Trade General Directorate of Domestic Trade permission n.67300147/431.02 (date: 1st of July 2014), was presented to the shareholders' approval and was approved at the same General Assembly Meeting.

Information on Private and Public Audits:

No such private or public audits were carried out in the Company during the accounting period.

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Information about the Company's Donations, Aid, and Spending on Social Responsibility Projects during the Year:

In 2014, our Company donated TL 943,840 for public interest purposes to several foundations and associations as follows:

Donations and Aid (TL)	
Education	804,745
Environment and Other	139,095
Total	943,840

If The Company Is A Subsidiary In The Group Companies; Legal Transactions That Were Made With The Parent Company, With The Associate Company Of The Parent Company, Upon The Instruction Of The Parent Company For The Benefit Of The Parent Company Or Its Subsidiary; And All Other Measures That Were Taken Or That Were Avoided For The Benefit Of The Parent Company Or Its Subsidiary In The Previous Operating Year:

In the reporting period, the Company carried out no legal action in favor of the parent company or any subsidiary thereof, with instructions by the parent company. The Company did not take or avoid taking any measures, or carry out any transaction which needs to be redressed in favor of the parent company or its subsidiaries.

If The Company Is A Subsidiary In The Group Companies; In Case The Legal Transaction Mentioned Above Is Made Or In Case The Measure Is Taken Or Avoided, Whether Or Not Appropriate Consideration Is Obtained For Each Of The Legal Transactions And, Whether Or Not The Measure That Was Taken Or That Was Avoided Inflicted Any Losses On The Company And, If It Did, Whether This Loss Was Compensated Or Not According To The Circumstances Within Their Knowledge:

Since the Company did not take any action falling under the scope of the previous paragraph, there are no damages to be redressed.

FINANCIAL SITUATION

Type and Quantity of the Capital Market Instruments Issued:

Doğan Holding Board of Directors took a decision on the 27th of August 2014 to increase the TL 2,450,000 thousand issued capital - within the upper limit of the registered capital of Doğan Holding which is TL 4,000,000 thousand - to TL 2,616,938 thousand due to the merger that had taken place under the umbrella of Doğan Holding as Doğan Yayın Holding A.Ş.'s all assets and liabilities had been "taken-over" to Doğan Holding (Footnote 23). The issuance certificate - pertaining to the total number of 166,938,288 shares each with a nominal value of 1 TL that were issued representing the increased capital of TL 166,938 thousand - was approved by the CMB on the 29th of August 2014. In the process of increasing the issued capital to TL 2,616,938 thousand, the amended version of the 7th Article "Registered and Issued Capital" of the Company Articles of Association, and our Company's increased capital was registered in Istanbul Trade Registry Office on the 3rd of September 2014.

Board of Directors' Evaluations Regarding Loss of Company Capital or Deep-in-Debt Situation:

As of 31.12.2014, the amount of our shareholders' equity is 11% more than our capital of TL 2,616,938 thousand and is equal to TL 2,909,850 thousand. This ratio is an indicator of our strong shareholders' equity structure.

Measures To Be Taken To Improve The Financial Structure Of The Company:

As of 31.12.2014; consolidated financial debt was TL 2,103,185 thousand (31.12.2013: TL 2,098,387 thousand) and other short and long term financial liabilities were TL 781,119 thousand (31.12.2013: TL 382,547 thousand). While the financial debt figure stayed at the same level; the increase in the other financial liabilities was related with the amendment made on the 2nd of October 2014 to the "Share Purchase" and "Shareholders Agreements" that had been previously signed with the Axel Springer Group (notes regarding the consolidated financial statements pertaining to the accounting period that ended on 31.12.2014; Footnote 17). As of the 31st of December 2014; the discounted liability regarding the DTVH Call Option Agreement is TL 781,119 (31st of December 2013: TL 366,392). TL 178,490 of this amount was included in "other short term financial liabilities" while TL 602,629 of the amount was included in "other long term financial liabilities". Furthermore; the rights for long term portion of the option can be exercised between 29.01.2016 and 31.01.2022. Axel Springer Group may partially or completely exercise the mentioned "put option".

As of 31.12.2014; the sum of the consolidated cash and cash equivalents (blocked deposits included) and financial investments is TL 2,471,409 million. Maturity of the cash and financial debt of the Group, are consistently monitored in terms of financial risk management components such as interest risks and fx risks.

INFORMATION ON THE PARENT COMPANY

Information about the Corporate Companies' Shares in the Capital of the Parent Company:

The corporate companies do not have shares in the capital of the parent company.

Explanations Regarding the Internal Audit and Risk Management Systems of the Corporation within the Preparation Process of the Consolidated Financial Statements and Tables:

Our financial statements and footnotes are; prepared on consolidated basis in conformity with the Turkish Accounting Standards and Turkish Financial Reporting Standards published by the Public Oversight, Accounting and Audit Standards Institution within the scope of the provisions of the CMB Communiqué II-14.1; and specified with the CMB Decision n.20/670 taken on the 07.06.2013 and reported in conformity again with the CMB's presentation principles published in the Weekly Bulletin n.2013/19 on the date of 07.06.2013; and independently audited and publicly disclosed in compliance with the Turkish Auditing Standards ("TAS").

Information about the Reports Stipulated in the 199th Article of the Turkish Commercial Code:

The Company's annual report and affiliation report are issued in line with the provisions of the Turkish Commercial Code. The Board Members made no demands falling under the scope of Turkish Commercial Code, Article 199/4.

In case the ratio of our shares in our subsidiaries where we directly or indirectly own five, ten, twenty, twenty-five, thirty-three, fifty, sixty-seven, or hundred percent of the capital goes below/above these ratios; information on such situation and the reasons behind:

Trade Name	31.12.2014 Effective Share Ratio (%)	31.12.2013 Effective Share Ratio (%)	Change (%)	Explanation
Fun TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL
Milenyum TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL
DMC	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Doğan Yayın Holding	0.00	80.02	-80.02	Termination due to merger of DOHOL-DYHOL
Hürriyet	77.65	64.35	13.30	Due to merger of DOHOL-DYHOL
TME	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL
Doğan Gazetecilik	92.76	74.23	18.53	Due to merger of DOHOL-DYHOL
A.G.T Tanıtım	90.00	0.00	90.00	Due to acquisition of shares
Doğan Egmont	50.00	40.01	9.99	Due to merger of DOHOL-DYHOL
DMI	90.52	73.37	17.14	Due to merger of DOHOL-DYHOL
Katalog	50.00	40.01	9.99	Due to merger of DOHOL-DYHOL
Hürriyet Zweign	77.65	64.35	13.30	Due to merger of DOHOL-DYHOL
Doğan Dağıtım	100.00	80.02	19.98	Due to merger of DOHOL-DYHOL
DPP	46.00	36.81	9.19	Due to merger of DOHOL-DYHOL
Doğan TV Holding	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Kanal D Romanya	85.22	73.37	11.84	Due to merger of DOHOL-DYHOL and transfer of shares
Ultra Kablolu	50.00	40.01	9.99	Due to merger of DOHOL-DYHOL
Yenibir	77.65	64.35	13.30	Due to merger of DOHOL-DYHOL
Doğan Faktoring	98.86	79.42	19.44	Due to merger of DOHOL-DYHOL
Doğan Platform	100.00	80.02	19.98	Due to merger of DOHOL-DYHOL
Hürriyet Invest	77.65	64.35	13.30	Due to merger of DOHOL-DYHOL
Nartek	0.00	38.61	-38.61	Due to merger
Alkım İletişim	0.00	66.48	-66.48	Due to merger
Alp Görsel	0.00	66.48	-66.48	Due to merger
Prime Turk	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Osmose Media	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
ISEDAS	53.02	45.00	8.02	Due to capital increase

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Trade Name	31.12.2014 Effective Share Ratio (%)	31.12.2013 Effective Share Ratio (%)	Change (%)	Explanation
Doğan İnternet Yayıncılığı	100.00	80.02	19.98	Due to merger of DOHOL-DYHOL
Akdeniz Elektrik	0.00	100.00	-100.00	Due to merger
Net D Dijital Yayıncılık	0.00	66.48	-66.48	Due to merger
Doğan Uydu Haberleşme	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
D Stroy	73.59	100.00	-26.41	Due to selling of shares to the subsidiary
Nakkaştepe Elektrik	0.00	100.00	-100.00	Due to merger
Doğan Gazetecilik İnternet	92.76	74.23	18.53	Due to merger of DOHOL-DYHOL
İnteraktif Medya	0.00	66.48	-66.48	Due to merger
Doğan Ofset	0.00	64.30	-64.30	Due to selling of shares
Doğan Haber	88.11	71.66	16.45	Due to merger of DOHOL-DYHOL
D Yapım Reklamcılık	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Koloni TV	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL
Atılğan TV	0.00	66.48	-66.48	Due to merger
Kanal D	80.93	63.07	17.86	Due to merger of DOHOL-DYHOL and transfer of shares
Doğan Dış Ticaret	98.42	78.80	19.63	Due to merger of DOHOL-DYHOL
Fairworld	0.00	78.80	-78.80	Due to liquidation
Falcon	98.42	78.80	19.63	Due to merger of DOHOL-DYHOL
Doğan Burda	44.89	35.92	8.97	Due to merger of DOHOL-DYHOL
Eko TV	80.98	63.17	17.81	Due to merger of DOHOL-DYHOL and transfer of shares
Doruk Televizyon	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Hürriyet Medya Basım	77.65	64.35	13.30	Due to merger of DOHOL-DYHOL
Tematik TV	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL
Doğan Teleshopping	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Kanal D Yapımcılık	0.00	63.07	-63.07	Due to merger of DOHOL-DYHOL
Uydu	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Tempo	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Popüler TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Fleks TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Doğa TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
TV 2000	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Galaksi TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Yörünge TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Stil TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Bravo TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
D Çocuk	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Altın Kanal	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Kanalspor	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Süper Kanal	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL and transfer of shares
Kutup TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Doğan TV Dijital	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Selenit TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL and transfer of shares
Öncü Girişim	100.00	0.00	100.00	New establishment

Trade Name	31.12.2014 Effective Share Ratio (%)	31.12.2013 Effective Share Ratio (%)	Change (%)	Explanation
Mozaik	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL
Ekinoks TV	85.39	66.63	18.75	Due to merger of DOHOL-DYHOL
Rapsodi Radyo	85.22	66.48	18.74	Due to merger of DOHOL-DYHOL
M Investment LLC	100.00	0.00	100.00	New establishment
Mirabridge International BV	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Publishing House Pennsylvania Inc.	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Job.ru LLC	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Invest BV	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
TCM Adria.doo	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Rektcentr	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Publishing House Pennsylvania Inc.	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Oglasnik.doo	0	47.80	-47.80	Due to selling of shares
Expressz Magyarország Media Kft	0	47.80	-47.80	Due to selling of shares
OOO SP Belpronto	36.61	28.68	7.93	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Rostov	0	47.80	-47.80	Due to liquidation
Pronto Aktobe	39.05	30.59	8.46	Due to merger of DOHOL-DYHOL and the capital increase
OOO Delta-M	33.56	26.29	7.27	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Baikal	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto DV	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Ivanovo	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Kaliningrad	57.96	45.41	12.55	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Kazan	43.93	34.42	9.51	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Krasnodar	48.41	38.24	10.17	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Nizhny Novgorod	54.91	43.02	11.89	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Novosibirsk	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Oka	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Samara	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase

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Trade Name	31.12.2014 Effective Share Ratio (%)	31.12.2013 Effective Share Ratio (%)	Change (%)	Explanation
OOO Pronto Ulan Ude	54.91	43.02	11.89	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Vladivostok	54.91	43.02	11.89	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto Media Holding Ltd	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
OOO Pronto-Neva	0	47.80	-47.80	Due to selling of shares
OOO Tambukan	51.86	40.63	11.23	Due to merger of DOHOL-DYHOL and the capital increase
OOO Utro Peterburga	33.56	26.29	7.27	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Kemerovo	0	47.80	-47.80	Due to liquidation
Pronto Smolensk	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Tula	0	47.80	-47.80	Due to liquidation
Pronto Voronezh	0	47.80	-47.80	Due to liquidation
OOO Tambov Info	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Obninsk	0	4.78	-4.78	Due to selling of shares
OOO Pronto Akmolala	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Atyrau	48.81	38.24	10.57	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Aktau	48.81	38.24	10.57	Due to merger of DOHOL-DYHOL and the capital increase
ZAO Pronto Akzhol	48.81	38.24	10.57	Due to merger of DOHOL-DYHOL and the capital increase
Bolji Posao d.o.o. Bosnia	0	47.80	-47.80	Due to selling of shares
Bolji Posao d.o.o. Serbia	0	47.80	-47.80	Due to selling of shares
OOO RUKOM	61.01	47.80	13.21	Due to merger of DOHOL-DYHOL and the capital increase
Partner Soft	0	43.02	-43.02	Due to liquidation
Pronto Soft	54.91	43.02	11.89	Due to merger of DOHOL-DYHOL and the capital increase
Impress Media Marketing LLC	59.18	46.37	12.81	Due to merger of DOHOL-DYHOL and the capital increase
Pronto Ust Kamenogorsk	48.81	38.24	10.57	Due to merger of DOHOL-DYHOL and the capital increase
SP Pronto Kiev	30.50	23.90	6.60	Due to merger of DOHOL-DYHOL and the capital increase
TOV E-Prostir	30.50	23.90	6.60	Due to merger of DOHOL-DYHOL and the capital increase
ASPM Holding B.V.	31.11	24.38	6.73	Due to merger of DOHOL-DYHOL and the capital increase

AUDIT COMMITTEE RESOLUTION

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. AUDIT COMMITTEE RESOLUTION

DATE / NUMBER: 09.03.2015/ 2015-1

SUBJECT: 01.01.2014-31.12.2014 Accounting Period Consolidated Financial Reports

The independently audited comparative consolidated financial report, (in comparison with previous period's financials) prepared for the accounting period of 01.01.2014-31.12.2014, in compliance with the Turkish Accounting Standards and the Turkish Financial Reporting Standards ("TAS" and "TFRS") published by the Public Oversight Authority and the Turkish Accounting and Auditing Standards Board within the scope of the Communiqué (Serial: II, No: 14.1) of Capital Markets Board ("CMB"), and prepared in compliance with the presentation principles that were determined with the Decision (dated 07.06.2013, No: 20/670) of CMB and announced in the weekly CMB Bulletin (dated 07.06.2013, No: 2013/19), was audited by getting the opinions of the executives who are responsible for the preparation of the Company's financial reports.

Limited within the scope of the information we have and we have been given, our opinion relating to this financial report, was presented to the executives who have responsibility in the preparation of the financial statements. Within the framework of this opinion, we have reached a conclusion that this financial report; truly reflects the facts regarding the Company's activity results and does not contain any significant deficiency that may cause misleading results, and complies with the CMB regulations.



Tayfun BAYAZIT
President



Ali Aydın PANDIR
Member

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE COMMITTEE RESOLUTION

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. CORPORATE GOVERNANCE COMMITTEE RESOLUTION

DATE/NUMBER: 09.03.2015/ 2015-1

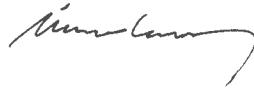
SUBJECT: Annual Report pertaining to the accounting period between 01.01.2014 - 31.12.2014 and Corporate Governance Compliance Report

The Annual Report pertaining to the accounting period between 01.01.2014 - 31.12.2014, that was prepared in conformity with the Regulation of Ministry of Customs and Trade on "Determining the Minimum Content of the Annual Reports of the Companies", and Capital Markets Board's ("CMB") Communiqué (n.II-14.1) on "Principles Regarding Financial Reporting in the Capital Markets", and The Corporate Governance Principles Compliance Report (will be included in the Annual Report) that was prepared in conformity with (i) the CMB's "Corporate Governance Communiqué" n.II-17.1, and (ii) the presentation principles stipulated in the CMB Decision n. 2/35 (date: 27.01.2014); and that was published via CMB's Weekly Bulletin n. 2014/02 (date: 27.01.2014), were examined by getting the opinions of the executives who have responsibilities in preparing the Company's Annual Report and the Corporate Governance Principles Compliance Report.

Limited within the scope of the information we have and we have been given, our opinion relating to this Annual Report and the Corporate Governance Compliance Report, was presented to the executives who have responsibility in the preparation of the Annual Report and the Corporate Governance Compliance Report. Within the framework of this opinion, our committee reached a conclusion that this Annual Report and the Corporate Governance Compliance Report; truly reflect the facts regarding the Company's activity results and do not contain any significant deficiency that may cause misleading results, and comply with the CMB regulations.



Tayfun BAYAZIT
President



İmre BARMANBEK
Member



Dr. Murat DOĞU
Member

BOARD OF DIRECTORS' STATEMENT OF RESPONSIBILITY FOR THE APPROVAL OF THE REPORTS

**STATEMENT OF RESPONSIBILITY OF THE BOARD OF DIRECTORS;
REGARDING THE APPROVAL OF THE FINANCIAL REPORT AND THE ANNUAL REPORT OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

DATE OF DECISION: 09.03.2015
DECISION NO: 4

Ref No: 236

**STATE OF RESPONSIBILITY AS PER THE 9th ARTICLE OF THE SECOND SECTION OF THE COMMUNIQUÉ SERIAL:
II, NO: 14.1 OF THE CAPITAL MARKETS BOARD**

The independently audited consolidated financial report and the annual report of Doğan Şirketler Grubu Holding A.Ş., prepared for the accounting period of 01.01.2014-31.12.2014 in compliance with the Turkish Accounting Standards and the Turkish Financial Reporting Standards ("TAS" and "TFRS") published by the Public Oversight Authority and the Turkish Accounting and Auditing Standards Board within the scope of the provisions of the Communiqué (Serial: II, No: 14.1) of Capital Markets Board ("CMB") and prepared in compliance with the presentation principles that were determined with the Decision (dated 07.06.2013, No: 20/670) of CMB and announced in the weekly CMB Bulletin (dated 07.06.2013, No: 2013/19), were reviewed by our Committee. Within the framework of the information we obtained in the scope of our duties and responsibilities, the following issues were detected;

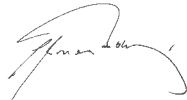
- The financial report and the annual report do not include any misleading announcements on important issues or deficiency that may cause misleading results on the announcements as of the date they were made,
- The financial report, prepared in accordance with the financial reporting standards in force, truly reflects the facts regarding the assets, liabilities, financial situation and profit & loss of the Company, and the annual report, honestly reflects the progress and the performance of the business and the financial situation of the Company, together with the important risks and uncertainties.



Tayfun BAYAZIT
President of Audit Committee



Ali Aydın PANDIR
Member of Audit Committee



Ahmet TOKSOY
CFO



Yener ŞENOK
Vice President of Financial Affairs

CORPORATE GOVERNANCE

BOARD OF DIRECTORS' RESOLUTION ON THE APPROVAL OF THE REPORTS

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. DECISION OF BOARD OF DIRECTORS

Date of Meeting: 09.03.2015

Decision No.: 4

In order to resolve the issues that were in its agenda, the Company's Board of Directors convened at the Company's Headquarters with the attendance of the members whose signatures are given below.

Agenda: The approval of the financial report and the annual report of the period 01.01.2014-31.12.2014

Resolution:

As a result of the negotiations;

- To approve the independently audited comparative consolidated financial report (in comparison with previous period's financials) which was presented to our Board with the assent (including "amendment" recommendations) of our Audit Committee and prepared for the accounting period of 01.01.2014-31.12.2014, in compliance with the Turkish Accounting Standards and the Turkish Financial Reporting Standards ("TAS" and "TFRS") published by the Public Oversight Authority and the Turkish Accounting and Auditing Standards Board within the scope of the Communiqué (Serial: II, No: 14.1) of the Capital Markets Board ("CMB") and prepared in compliance with the presentation principles that were determined with the Decision (dated 07.06.2013, No: 20/670) of CMB and announced in the weekly CMB Bulletin (dated 07.06.2013, no: 2013/19),
- To approve the Annual Report pertaining to the accounting period 01.01.2014 - 31.12.2014, that was prepared in conformity with the Turkish Commercial Code, Ministry of Customs and Trade's Regulation on "Determining the Minimum Content of the Annual Reports of the Companies", and Capital Markets Board's ("CMB") Communiqué (n.II-14.1) on "Principles Regarding Financial Reporting in the Capital Markets", and to approve the Corporate Governance Principles Compliance Report (included in the Annual Report) pertaining to the accounting period 01.01.2014 - 31.12.2014, that was prepared in conformity with (i) the CMB's "Corporate Governance Communiqué" n.II-17.1, and (ii) the presentation principles stipulated in the CMB Decision n. 2/35 (date: 27.01.2014); and that was published via CMB's Weekly Bulletin n. 2014/02 (date: 27.01.2014),



Y. Begümhan Doğan FARALYALI

Chairwoman



Hanzade V. Doğan BOYNER

Vice Chairwoman



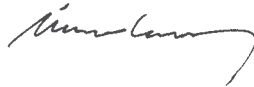
Arzuhan YALÇINDAĞ

Member



Vuslat SABANCI

Member



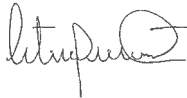
İmre BARMANBEK

Member



Yahya ÜZDİYEN

Executive Member



Ertuğrul Feyzi TUNCER

Member



Tayfun BAYAZIT

Member



Ali Aydın PANDIR

Member

DIVIDEND DISTRIBUTION

DIVIDEND DISTRIBUTION POLICY

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. DIVIDEND DISTRIBUTION POLICY (FEBRUARY 28, 2014)

Our Company makes dividend distribution decisions, and distributes dividend, in line with the Turkish Commercial Code; the Capital Markets Legislation; Capital Markets Law (CML), Capital Markets Board (CMB) Regulations and Decisions; Tax Laws; provisions of other relevant legislation; and our Articles of Association, and the Resolution of the General Assembly.

Accordingly;

1- As a principle, at least 50% of the “net distributable profit” calculated as per the Capital Markets Legislation, CMB, CMB Regulations and Resolutions can be distributed, taking into account the financial statements prepared in compliance with the Capital Markets Legislation, CMB, CMB Regulations and Decisions.

2- In case it is contemplated to distribute dividend between 50% and 100% of the “net distributable profit” calculated; the financial statements, financial structure, and the budget of our Company are taken into consideration when determining the dividend distribution percentage.

3- The dividend distribution proposal is made public as per the Capital Markets Legislation, CMB, and the CMB Regulations and Decisions taking into account the legal deadlines.

4- In case the amount is:

- a. lower than the amount calculated as per Article 1, of the “net distributable profit” that is calculated in line with the legal records kept within the scope of the Turkish Commercial Code, and the Tax Laws; the “net distributable profit” calculated as per the legal records kept within the scope of this article hereby is taken into account, and it is distributed entirely,
- b. higher than the amount mentioned above, 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 a “net distributable profit” has been calculated according to the financial statements prepared as per the Capital Markets Legislation, CMB, CMB Regulations and Decisions, and in compliance with again the Capital Markets Legislation, CMB, the CMB Regulations and Resolutions.

6- In case the calculated “net distributable profit” is below 5% of the issued capital, this may lead to the dividend distribution not being made.

7- The upper limit of the aids and donations that will be made by our Company within an accounting term in compliance with the Capital Markets Legislation, CMB, the CMB Regulations and Decisions, and as per the principles set forth in our 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” tax base.

8- The dividend distribution shall start latest by the 30th day following the general assembly meeting where the distribution resolutions were made, and in any case, as of the end of the accounting term.

9- In line with the Capital Markets Legislation; CMB, CMB Regulations and Decisions, and the provisions of the Articles of Association, and as per the Resolution of the General Assembly, our Company may distribute the dividend share in cash and/or upfront as “free shares” or may distribute in installments.

10- Our Company may also distribute dividends to other persons who are not shareholders in line with the resolutions to be made by the General Assembly. In that case action shall be taken in compliance with the Turkish Commercial Code; Capital Markets Legislation; CMB, CMB Regulations and Decisions, and the provisions of the Articles of Association.

11- Our Company may decide to distribute, and may distribute, dividend advance, in line with the Turkish Commercial Code; Capital Markets Legislation; CMB, CMB Regulations and Decisions; Tax Laws; the provisions of the other legislation, the Articles of Association, and the General Assembly Resolution.

12- Investments requiring significant amounts of cash outflows for increasing our Company value, significant issues affecting our financial structure; important uncertainties and adversities outside the control of our Company arising in the economy, in the markets, or other areas shall be taken into account in making dividend distribution decisions.

DIVIDEND DISTRIBUTION

DIVIDEND DISTRIBUTION PROPOSAL

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. BOARD OF DIRECTORS DECISION

Date of Meeting: 09.03.2015

Decision No.: 5

In order to resolve the issues that were in its agenda, the Company's Board of Directors convened at the Company's Headquarters with the attendance of the members whose signatures are given below.

Agenda: Dividend Distribution

Resolution:

This resolution was signed by the members of the Board of Directors pursuant to the provision of the Article 390/IV of the Turkish Commercial Code.

Taking into account the Turkish Commercial Code ("TCC"), the Capitals Market Legislation and the Regulations of the Capital Markets Board ("CMB"), the Corporate Tax, Income Tax, the provisions of the other relevant legislation, as well as the relevant provisions of the Articles of Association of our Company, and the "Dividend Distribution Policy" that we have publicly announced:

- "As it has been understood that a "Net Loss for the Period" of TL 224,970 thousand has arisen taking into account together with the "Tax Expense for the Period", "Deferred Tax Expense", and the "Non-Controlling Shares Outside the Main Partnership", as per the consolidated financial statements for the accounting period of 01.01.2014-31.12.2014, which are prepared as per the Turkish Accounting Standards and the Turkish Financial Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority within the scope of the "Communique on the Principles of Financial Reporting" of the CMB (II-14.1), the presentation principles of which have been determined with the relevant resolutions of the CMB, and which have been independently audited, the shareholders will be informed that no dividends may be distributed for the 2014 accounting period within the context of the dividend distribution regulations of the CMB, and that this issue will be submitted for the approval of the General Assembly,
- That it shall be determined that there is an amount of "Net Profit for the Period" of TL 55,323,977.29 in the accounting period between 01.01.2014-31.12.2014 according to the legal records kept within the context of the Turkish Commercial Code and the Tax Procedure Law, that the "Net Profit for the period" is to be deducted for the accumulated losses of TL 25,893,833.84 that are in our legal records, and that, out of the "Net Profit for the period" left after the deduction, an amount of TL 1,471,507.17 is reserved as "General Legal Reserves" and TL 27,958,636.28 is reserved as "Extraordinary Reserves" pursuant to paragraph (a) of the Article 519 of the Turkish Commercial Code, will be submitted for the approval of the General Assembly.



Y. Begümhan Doğan FARALYALI
Chairwoman



Hanzade V. Doğan BOYNER
Vice Chairwoman



Arzuhan YALÇINDAĞ
Member



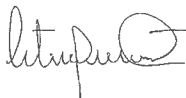
Vuslat SABANCI
Member



İmre BARMANBEK
Member



Yahya ÜZDİYEN
Executive Member



Ertuğrul Feyzi TUNCER
Member



Tayfun BAYAZIT
Member



Ali Aydın PANDIR
Member

DIVIDEND DISTRIBUTION STATEMENT

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. 2014 DIVIDEND DISTRIBUTION TABLE (TL thousand)

1	Issued Capital	2,616,938	
2	General Legal Reserve Funds (Acc.to Legal Records) ⁽¹⁾	159,264	
	If there is a dividend distribution privilege pursuant to the Articles of Association, the information about this privilege	None	
		According to CMB	According to Legal Records
3	Profit / Loss for the Period (+/-) ⁽²⁾	-269,629	55,324
4	Taxes (+/-) ⁽³⁾	-42,009	0
	Non-controlling Interests (minority interests) (-)	-86,668	0
5	Profit/Loss for the Net Period (+/-)	-224,970	55,324
6	Losses from the Previous Years (-) ⁽⁴⁾	-919,059	-25,894
7	General Legal Reserve Funds (-)	-1,472	-1,472
8	NET DISTRIBUTABLE PROFIT/LOSS FOR THE PERIOD (+/-)	-1,145,501	27,959
9	Donations throughout the Year (+)	944	
10	Net Distributable Profit/Loss for the Period including Donations (+/-) ⁽⁵⁾	-1,144,557	
11	First Dividend to Shareholders	0	
	Cash	0	
	Bonus	0	
	Total	0	
12	Dividend Distributed to Privileged Shareholders	0	
13	Other Distributed Dividend	0	
	Dividend to the members of the Board of Directors	0	
	Dividend to the employees	0	
	Dividend to the persons who are not shareholders	0	
14	Dividend to the holders of dividend-right certificates	0	
15	Second Dividend to Shareholders	0	
16	General Legal Reserve Fund	0	0
17	Statutory Reserves	0	0
18	Special Reserves	0	0
19	EXTRAORDINARY RESERVES	0	0
20	Other Distributable Resources	0	0
	Profit from the Previous Year	0	0
	Extraordinary Reserves	0	0
	Other Distributable Reserves Pursuant to the Turkish Commercial Code and the Articles of Association	0	0

⁽¹⁾ Inflation differences is not attached.

⁽²⁾ Is composed of the sum of the "Loss Before Tax for the Period from Continuing Operations".

⁽³⁾ Is composed of the sum of the "Tax Expense for the Period" and "Deferred Tax Income".

⁽⁴⁾ It was prepared in accordance with the Guide of Dividend published in the weekly CMB Bulletin dated 27.01.2014, number 2014/2. It includes the remained portion after the amounts of "Premiums/discounts related to shares (Net)" and "General Legal Reserve Funds" are incorporated to the Previous Year Losses.

⁽⁵⁾ There is no distributable period profit.

DIVIDEND RATIO STATEMENT

GROUP	TOTAL DIVIDEND AMOUNT DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR SHARE WITH 1 TL NOMINAL VALUE	
	Cash (TL)	Bonus (TL)	Ratio (%)	Amount (TL)	Ratio (%)
NET	0.00	0.00	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00	0.00	0.00



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Ticari Sicil No: 304099

INDEPENDENT AUDIT REPORT OF BOARD OF DIRECTORS ON THE ANNUAL REPORT

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

Report Regarding the Audit on the Board of Directors' Annual Report within the Framework of the Independent Audit Standards

We have assessed Doğan Şirketler Grubu Holding A.Ş.'s ("Company") annual report regarding the accounting period that ended on the 31st of December 2014.

Responsibility of the Board of Directors Regarding the Annual Report

As per the 514th Article of the Turkish Commercial Code ("Turkish Commercial Code") n.6102 and the Capital Markets Board's ("CMB") Communiqué n14.1 on "Principles Regarding Financial Reporting in the Capital Markets" ("Communiqué"); the Group management is responsible for (i) preparing an Annual Report and financial statements in a manner that will be consistent and that will reflect the facts, and (ii) the Internal Control it deems necessary for preparing such an Annual Report.

Responsibility of the Independent Audit Firm

Based on the independent audit we made regarding the Group's annual report within the framework of the 397th Article of the Turkish Commercial Code and the Communiqué; our responsibility as an independent audit firm is to state our opinions on whether or not the financial data included in this Annual Report; (i) is consistent with the Group's financial statements and (ii) truly reflects the facts.

Our assessment was made in conformity with the Independent Audit Standards that are part of the Turkish Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority ("KGK"). These standards require compliance with the code of ethics and stipulate that the independent audit shall be planned and performed to obtain reasonable guarantee about whether the financial information in the Annual Report; (i) is consistent with the financial statements, and (ii) reflects the facts or not.

Independent audit includes the implementation of the audit procedures with the aim of obtaining audit evidence about historical financial data. Selection of these procedures is based on the professional judgment of the independent auditor.

We believe that the "independent audit evidences" we have obtained during our independent audit form a sufficient and appropriate basis for our opinions.

Opinion

In our opinion, the financial information in the Annual Report of our Board of Directors, is consistent in all significant aspects with the audited financial statements, and does reflect the facts.

Other Liabilities Arising From the Legislation

As per the 3rd paragraph of the 402nd Article of the Turkish Commercial Code; we did not encounter any significant issues that must be reported about the Company's potential inability to continue its activities in the foreseeable future within the framework of BDS 570 "Business Continuity".

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**

Şule Firuzment BEKÇE, SMMM
Partner, CPA (Certified Public Accountant)

Istanbul, 9 March 2015

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Member of Deloitte Touche Tohmatsu Limited

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

**CONVENIENCE TRANSLATION OF THE
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD 1 JANUARY-31 DECEMBER 2014
INTO ENGLISH TOGETHER WITH INDEPENDENT
AUDITOR'S REPORT**

(ORIGINALLY ISSUED IN TURKISH)

(CONVENIENCE TRANSLATION OF
INDEPENDENT AUDITOR'S REPORT ORIGINALLY ISSUED IN TURKISH)

INDEPENDENT AUDITOR'S REPORT

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

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Doğan Şirketler Grubu Holding A.Ş. ("the Company") and its subsidiaries (together will be referred as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements' Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these [consolidated] financial statements in accordance with Turkish Accounting Standards ("TAS"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by Capital Markets Board and Independent Auditing Standards which is a part of Turkish Auditing Standards published by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Doğan Şirketler Grubu Holding A.Ş. and its subsidiaries as at 31 December 2014, and of their financial performance and their cash flows for the year then ended in accordance with Turkish Accounting Standards.

Report on Other Legal and Regulatory Requirements

In accordance with paragraph four of the Article 402 of the Turkish Commercial Code No. 6102 ("TCC"), nothing has come to our attention that may cause us to believe that the Group's set of accounts and financial statements prepared for the period 1 January-31 December 2014 does not comply with TCC and the provisions of the Company's articles of association in relation to financial reporting.

In accordance with paragraph four of the Article 402 of TCC, the Board of Directors provided us all the required information and documentation with respect to our audit.

In accordance with paragraph four of the Article 398 of TCC, the auditor's report on the system and the committee of early detection of risk has been submitted to the Board of Directors of the Company on 9 March 2015.

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**



Şule Firuzment Bekçe, SMMM
Partner

Istanbul, 9 March 2015

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

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CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED BALANCE SHEETS AT 31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

ASSETS	Notes	USD* 31 December 2014	Audited 31 December 2014	Audited 31 December 2013
Current Assets		1.621.342	3.759.729	3.977.821
Cash and cash equivalents	6	934.456	2.166.910	2.216.361
Financial investments	7	38.282	88.773	136.465
Trade Receivables				
-From related parties	33	1.522	3.530	13.976
-From non-related parties	9	379.447	879.899	788.342
Other Receivables				
-From related parties	33	10.464	24.264	5.785
-From non-related parties	10	8.764	20.323	109.724
Derivative instruments	21	200	464	839
Inventories	11	106.899	247.887	273.817
Prepaid expenses	20	28.752	66.672	59.316
Biological assets	12	10	24	219
Other current assets	19	112.546	260.983	299.126
Sub-total		1.621.342	3.759.729	3.903.970
Non-current assets held for sale	30	-	-	73.851
Non-current assets		1.344.433	3.117.606	3.610.152
Trade Receivables	9	1.255	2.911	2.724
Other Receivables				
-From related parties	33	10.030	23.258	-
-From non-related parties	10	9.580	22.216	22.687
Financial Investments	7	12.879	29.866	3.043
Investments accounted by the equity method	4	148.134	343.508	340.637
Investment property	13	104.997	243.478	226.164
Property, plant and equipment	14	353.803	820.434	901.284
Intangible assets				
-Goodwill	15	170.584	395.567	520.005
-Other intangible assets	15	367.532	852.269	1.055.844
Prepaid expenses	20	21.577	50.034	38.165
Deferred tax assets	31	45.637	105.827	132.903
Other non-current assets	19	98.425	228.238	366.696
Total assets		2.965.775	6.877.335	7.587.973

The consolidated financial statements for the period ended 31 December 2014 have been approved by the Board of Directors on 9 March 2015.

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED BALANCE SHEETS AT 31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

		USD*	Audited	Audited
		31 December	31 December	31 December
LIABILITIES	Notes	2014	2014	2013
Current Liabilities		854.092	1.980.553	2.024.293
Short-term borrowings	8	199.962	463.691	612.530
Short-term portion of long-term borrowings	8	228.926	530.857	426.418
Other financial liabilities	8	76.972	178.490	199.365
Trade payables				
-From related parties	33	7.909	18.340	38.527
-From non-related parties	9	257.246	596.527	498.152
Payables related to employee benefits	22	3.786	8.779	26.399
Derivative instruments	21	2	4	2.440
Deferred income	20	17.992	41.721	66.447
Other payables	10	21.604	50.097	53.912
Current income tax liabilities	31	3.147	7.297	17.663
Short-term provisions				
-Short-term provisions for employment benefits	22	17.183	39.846	41.373
-Other short-term provisions	17	19.323	44.809	31.581
Other current liabilities		40	95	208
Sub-total		854.092	1.980.553	2.015.015
Liabilities related to non-current assets held for sale	30	-	-	9.278
Non-Current Liabilities		856.842	1.986.932	1.563.245
Long-term borrowings	8	478.087	1.108.637	1.059.439
Other financial liabilities	8	259.877	602.629	183.182
Other payables	10	8.746	20.281	14.310
Deferred income	20	242	562	3.563
Long-term provisions				
-Long-term provisions for employment benefits	22	45.001	104.352	103.521
Deferred tax liability	31	64.832	150.338	199.145
Other non-current liabilities		57	133	85
EQUITY		1.254.841	2.909.850	4.000.435
Equity attributable to equity holders of the parent company		1.188.158	2.755.219	3.250.187
Share capital	23	1.128.526	2.616.938	2.450.000
Adjustments to share capital	23	61.894	143.526	143.526
Premiums/discounts related to shares	23	15.162	35.159	630
Other comprehensive income or expenses that will not be reclassified subsequently to profit or loss				
-Gain on revaluation of investment property	23	432	1.002	1.002
-Actuarial loss on defined retirement benefit plans	23	(13.359)	(30.979)	(29.577)
Other comprehensive income or expenses that may be reclassified subsequently to profit or loss				
-Currency translation differences		22.008	51.034	143.215
-Gain/(loss) on revaluation and reclassification	23	(1.801)	(4.177)	(1.153)
Restricted reserves	23	552.490	1.281.168	1.142.663
Accumulated losses	23	(480.178)	(1.113.482)	(561.979)
Net loss for the period		(97.016)	(224.970)	(38.140)
Non-controlling interests		66.683	154.631	750.248
Total liabilities		2.965.775	6.877.335	7.587.973
Commitments	18			

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE PERIODS 31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

	Notes	USD(*) 1 January- 31 December 2014	Audited 1 January- 31 December 2014	Audited 1 January- 31 December 2013
Continued Operations				
Revenue	24	1.527.993	3.543.263	3.301.327
Cost of sales (-)	24	(1.190.051)	(2.759.609)	(2.454.189)
Gross Profit	24	337.942	783.654	847.138
Marketing, sales and distribution expenses (-)	25	(221.252)	(513.062)	(461.120)
General administrative expenses (-)	25	(146.294)	(339.240)	(371.896)
Other income from operating activities	27	151.968	352.399	596.858
Other expenses from operating activities (-)	27	(87.988)	(204.036)	(204.338)
Share of (loss)/gain on investments accounted for by the equity method	4	(17.402)	(40.355)	(106.135)
Operating Profit/(Loss)		16.974	39.360	300.507
Income from investment activities	28	70.460	163.390	221.897
Expenses from investment activities (-)	28	(56.216)	(130.360)	(117.031)
Operating profit/(loss) before finance (expense)/income		31.217	72.390	405.373
Finance income	29	28.812	66.813	18.876
Finance expense (-)	29	(176.304)	(408.832)	(473.867)
Profit/(Loss) Before Taxation		(116.275)	(269.629)	(49.618)
Tax expense from continued operations	31	(18.116)	(42.009)	(91.846)
Tax expense for the period		(15.266)	(35.400)	(113.387)
Deferred tax income		(2.850)	(6.609)	21.541
Loss for the period from continued operations		(134.390)	(311.638)	(141.464)
Discontinued operations				
Discontinued operations period loss after tax	30	-	-	(24.584)
Loss For The Period		(134.390)	(311.638)	(166.048)
Distribution of Loss For The Period				
Non-controlling interests		(37.375)	(86.668)	(127.908)
Owners of the parent		(97.016)	(224.970)	(38.140)
Loss Per Share Attributable to Equity Holders of the Parent Company	32	(0,037)	(0,086)	(0,015)
Total Loss Per Share Attributable to Equity Holders of the Parent Company Regarding Continued Operations (TL)	32	(0,037)	(0,086)	(0,011)
Loss Per Share Attributable to Equity Holder of the Parent Company Regarding Discontinued Operation (TL)	32	-	-	(0,004)

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME FOR THE PERIODS****31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

	USD ^(*) 1 January- 31 December 2014	Audited 1 January 31 December 2014	Audited 1 January- 31 December 2013
Loss for the period	(134.390)	(311.638)	(166.048)
OTHER COMPREHENSIVE INCOME			
Accumulated other comprehensive income and loss that will not be reclassified as profit or loss			
Actuarial losses on defined benefit plans	(756)	(1.753)	(5.245)
Deferred tax effect of actuarial gains on defined retirement benefit plan	151	351	1.049
Accumulated other comprehensive income that will not be reclassified as profit or loss			
Change in financial assets fair value reserve	(1.304)	(3.024)	(3.245)
Change in currency translation reserve	(37.756)	(87.551)	99.979
OTHER COMPREHENSIVE (EXPENSE)/INCOME	(39.665)	(91.977)	92.538
TOTAL COMPREHENSIVE EXPENSE	(174.055)	(403.615)	(73.510)
Allocation of Total Comprehensive Expense for the Period			
Attributable to non-controlling interests	(50.431)	(116.944)	(117.544)
Attributable to equity holders of the Parent Company	(123.624)	(286.671)	44.034

^(*)As explained in the Note 2.1.8 to the consolidated financial statements, USD amounts shown in these consolidated financial statements have been included solely for the convenience of the reader and are translated from TL, as a matter of arithmetic computation only, at the Central Bank of the Republic of Turkey official TL exchange rate. Thus, USD amounts do not form a part of the consolidated financial statements prepared in accordance with generally accepted accounting standards issued by the Capital Market Board ("CMB") as at 31 December 2014.

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIODS 1 JANUARY-31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

		Accumulated other comprehensive income or loss that will not be reclassified as profit or loss			Accumulated other comprehensive income or loss that will be reclassified as profit or loss				Accumulated income/loss					
	Notes	Share Capital	Adjustments to share capital	Gains on revaluation of investment property	Actuarial loss on defined retirement benefit plans	Premiums/discounts related to share	Gain/(loss) on revaluation and/or reclassification of financial assets available for sale	Currency translation differences	Restricted reserves	Accumulated gain/(losses)	Net income/(loss) for the period	Equity attributable to holders of the company	Non-controlling shareholder's equity	Total equity
Balances at 1 January 2013 (reported previously)	23	2,450,000	143,526	1,002	-	2,362	2,092	53,688	1,204,043	(831,377)	155,670	3,181,006	907,120	4,088,126
Effect of changes in accounting policy		-	-	-	(25,381)	(1,732)	-	(88)	-	27,113	-	(88)	(3,555)	(3,643)
Balances at 1 January 2013 (restated)	23	2,450,000	143,526	1,002	(25,381)	630	2,092	53,600	1,204,043	(804,264)	155,670	3,180,918	903,565	4,084,483
Transfers from retained earnings		-	-	-	-	-	-	-	(61,380)	217,050	(155,670)	-	-	-
Effect of joint venture mergers		-	-	-	-	-	-	-	-	(7,640)	-	(7,640)	(1,099)	(8,739)
Dividend paid to non-controlling interests		-	-	-	-	-	-	-	-	-	-	-	(10,080)	(10,080)
Acquisition of subsidiary share		-	-	-	-	-	-	-	-	32,155	-	32,155	(32,155)	-
Acquisition of shares from non-controlling interests		-	-	-	-	-	-	-	-	720	-	720	(989)	(269)
Change in subsidiary effective share ratio		-	-	-	-	-	-	-	-	-	-	-	2,580	2,580
Participation of non-controlling parties to subsidiary capital increase		-	-	-	-	-	-	-	-	-	-	-	6,564	6,564
Other ⁽¹⁾		-	-	-	-	-	-	-	-	-	-	-	(594)	(594)
Total comprehensive income/(expense)		-	-	-	(4,196)	-	(3,245)	89,615	-	-	(38,140)	44,034	(117,544)	(73,510)
-Currency translation differences		-	-	-	-	-	-	89,615	-	-	-	89,615	10,364	99,979
-Actuarial loss on defined retirement benefit plans		-	-	-	(4,196)	-	-	-	-	-	-	(4,196)	-	(4,196)
-Change in the financial asset fair value reserve		-	-	-	-	-	(3,245)	-	-	-	-	-	(3,245)	-
-Net loss for the period		-	-	-	-	-	-	-	-	-	(38,140)	(38,140)	(127,908)	(166,048)
Balances as of 31 December 2013	23	2,450,000	143,526	1,002	(29,577)	630	(1,153)	143,215	1,142,663	(561,979)	(38,140)	3,250,187	750,248	4,000,435

⁽¹⁾ Represents fair value changes of call option liabilities and acquisition and disposal of shares from non-controlling shareholders and disposal of subsidiary

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIODS 1 JANUARY-31 DECEMBER 2014 AND 2013

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

		Accumulated other comprehensive income or loss that will not be reclassified as profit or loss				Accumulated other comprehensive income or loss that will be reclassified as profit or loss				Accumulated income/loss				
	Notes	Share Capital	Adjustments to share capital	Gains on revaluation of investment property	Actuarial loss on defined retirement benefit plans	Premiums/ discounts related to share	Gain/(loss) on revaluation and reclassification of financial assets available for sale	Currency translation differences	Restricted reserves	Accumulated gain/(losses)	Net income/(loss) for the period	Equity attributable to the holders of the company	Non-controlling interest	Total shareholder's equity
Balances at 1 January 2014	23	2.450.000	143.526	1.002	(29.577)	630	(1.153)	143.215	1.142.663	(561.979)	(38.140)	3.250.187	750.248	4.000.435
Transfers		-	-	-	-	-	-	(34.906)	13.407	(16.641)	38.140	-	-	-
Dividend payment of subsidiaries to non group companies		-	-	-	-	-	-	-	-	-	-	-	(3.265)	(3.265)
Merger effect ⁽¹⁾		166.938	-	-	-	34.529	-	-	89.673	22.840	-	313.980	(384.952)	(70.972)
Venture capital fund		-	-	-	-	-	-	-	35.425	(35.425)	-	-	-	-
Share acquisition from non-controlling interests and share transfer of entities under common control		-	-	-	-	-	-	-	-	41.35	-	41.35	(41.35)	-
Financial liabilities that are subject to non-controlling interest put options		-	-	-	-	-	-	-	-	(526.412)	-	(526.412)	(86.321)	(612.733)
Total comprehensive income/(expense)		-	-	-	(1.402)	-	(3.024)	(57.275)	-	-	(224.970)	(286.671)	(116.944)	(403.615)
-Currency translation differences		-	-	-	-	-	-	(57.275)	-	-	-	(57.275)	(30.276)	(87.551)
-Actuarial loss on defined retirement benefit plans		-	-	-	(1.402)	-	-	-	-	-	-	(1.402)	-	(1.402)
-Change in the financial asset fair value reserve		-	-	-	-	-	(3.024)	-	-	-	-	(3.024)	-	(3.024)
--Net loss for the period		-	-	-	-	-	-	-	-	(224.970)	(224.970)	(224.970)	(86.668)	(311.638)
Balances as of 31 December 2014	23	2.616.938	143.526	1.002	(30.979)	35.159	(4.177)	51.034	1.281.168	(1.113.482)	(224.970)	2.755.219	154.631	2.909.850

⁽¹⁾ Related to the merger under Doğan Holding through the entire take-over with all assets and liabilities of Doğan Yayın Holding A.Ş. (Note 1.23).

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIODS 31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

	Notes	USD(*) 1 January- 31 December 2014	Audited Current Period 1 January- 31 December 2014	Audited Prior Period 1 January- 31 December 2013
A. Net cash provided by/(used in) operating activities		47.725	110.669	667.977
Loss before taxation		(116.275)	(269.629)	(49.618)
Adjustments regarding profit/(loss) for the period		270.595	627.483	771.757
Adjustments regarding depreciation and amortization	14,15,26	127.415	295.462	258.194
-Adjustments regarding reversal/impairment		65.990	153.025	37.948
Adjustments regarding provisions		17.360	40.256	72.437
Adjustments regarding interest income and expenses		29.137	67.565	56.462
Unearned finance expense due to purchases with maturity	27	(16.253)	(37.689)	(48.168)
Adjustments regarding unrealized changes in currency translation differences		43.284	100.371	(40.742)
Adjustments regarding gains/losses in fair value		(13.701)	(31.771)	(52.495)
Adjustments regarding gain/losses on disposal of property, plant and equipment and intangible assets	28	(11.888)	(27.566)	(2.410)
Share of gain on associates accounted by using the equity method	4	17.403	40.355	106.135
Unrealized foreign exchange expense/(income) due to financial borrowings		11.514	26.700	383.124
Loss/(gain) on sale of share of subsidiaries	28	334	775	1.272
Change in working capital		(76.629)	(177.696)	51.967
(Increase)/decrease in other current and non-current assets and prepaid expenses		(43.407)	(100.657)	25.211
Increase in other short term and long term liabilities and deferred revenue		(14.995)	(34.773)	19.713
Decrease in liability provisions		(5.524)	(12.810)	16.452
Decrease/(increase) in inventories		9.343	21.665	(38.003)
Increase in trade receivables		(42.100)	(97.625)	(125.586)
Decrease in payables regarding employee benefits		(7.598)	(17.620)	(8.350)
Decrease in other receivables regarding operations		(15.092)	(34.997)	63.781
Increase in trade payables		34.328	79.603	95.725
Increase in other payables regarding operations		8.416	19.518	3.024
Net cash provided by operating activities		77.691	180.158	774.106
Employment termination benefits paid	22	(10.106)	(23.434)	(14.340)
Tax paid		(16.621)	(38.546)	(104.425)
Collections from doubtful receivables	9	4.017	9.316	17.760
Lawsuit provisions paid		(7.256)	(16.825)	(5.124)

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIODS 31 DECEMBER 2014 AND 2013**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

		USD^(*)	Audited	Audited
		1 January-	Current Period	Prior Period
		31 December 2014	1 January-	1 January-
		31 December 2014	31 December 2014	31 December 2013
B. Net cash (used in)/provided from investing activities		(134.730)	(312.425)	(10.081)
Proceeds from sale of property, plant and equipment, intangible assets and assets held for sale		95.944	222.484	27.935
Increase in financial investments		20.879	48.416	36.684
Cash used in acquisition of property, plant and equipment and intangible assets	13,14,15	(122.443)	(283.933)	(286.965)
Changes on long term investments		-	-	(13.056)
Payments on financial borrowings related with the options		(83.520)	(193.674)	(146.573)
Change on share of non-controlling interest		-	-	(2.088)
Dividends paid to non-controlling interest		(1.408)	(3.265)	(10.080)
Decrease in derivative liabilities		(887)	(2.057)	3.698
Cash provided from sale of subsidiary		12.940	30.007	399.263
Acquisition of subsidiary share, net		(10.350)	(24.000)	(18.899)
Payments for shares retrieve		(30.606)	(70.972)	-
Cash capital increase on associates accounted by using the equity method		(15.279)	(35.431)	-
C. Net cash provided/(used in) financing activities		67.296	156.053	(579.754)
Decrease in financial borrowings, (net)		(10.843)	(25.143)	(355.123)
Decrease on financial borrowings related with options		-	-	(215.912)
Interests received		39.804	92.301	208.245
Decrease in blocked deposits		105.659	245.013	(10.472)
Interests paid		(67.324)	(156.118)	(206.492)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS BEFORE THE EFFECT OF CURRENCY TRANSLATION RESERVES (A+B+C)		(19.709)	(45.703)	78.142
D. THE EFFECT OF CURRENCY TRANSLATION RESERVES ON CASH AND CASH EQUIVALENTS, NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)		-	-	-
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	6	952.610	2.209.007	2.130.865
F. CASH AND CASH EQUIVALENTS AT THE AT THE END OF THE PERIOD (A+B+C+D+E)	6	932.901	2.163.304	2.209.007

The accompanying notes form an integral part of these consolidated financial statements.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 1-ORGANIZATION AND NATURE OF OPERATIONS

Doğan Şirketler Grubu Holding A.Ş. ("Doğan Holding", "Holding" or the "Group") was established on 22 September 1980 and is registered in Turkey. Main operating activity of the Holding is to invest in various sectors via associates, to provide all necessary support to its subsidiaries and joint ventures in order to develop their activities.

Doğan Holding is registered with the Capital Markets Board ("CMB") and its shares have been quoted on Borsa İstanbul ("Borsa İstanbul") since June 21, 1993. Within the frame of Resolution No.21/655 dated 23 July 2010 of CMB with the decision on 30 October 2014 numbered 31/1059; according to the records of Central Registry Agency, the 35.42% shares of Doğan Holding are to be considered in circulation as of 31 December 2014 (31 December 2013: 32,36%).

The address of Holding's registered office is as follows:

Burhaniye Mahallesi Kısıklı Caddesi No: 65
Üsküdar 34696 İstanbul

As of 31 December 2014, the Group has 8.166 employees in domestic and 10.780 employees including the personnel of foreign subcontractors (31 December 2013: 8.512 in domestic, including foreign 11.999). The Company has 175 employees (31 December 2013: 210 employees).

Merger of Doğan Yayın Holding with Doğan Şirketler Grubu Holding A.Ş. by "Take Over"

Board of Director decisions of Doğan Holding and Doğan Yayın Holding dated as 14 April 2014 regarding the merger under Doğan Holding, through the entire "take over" of our direct subsidiary Doğan Yayın Holding A.Ş. with all its assets and liabilities by Doğan Holding were disclosed to the public on the same date, and the merger transaction ("Merger") was approved in the Extraordinary General Assembly Meetings of Doğan Yayın Holding on 6 August 2014 and of Doğan Holding on 7 August 2014, and registered with the Trade Registry on 26 August 2014. Upon the registration of the merger, Doğan Yayın Holding A.Ş. has ceased by being dissolved without liquidation.

With the decision made by Board of Directors of Doğan Holding on 27 August 2014, the issued capital of Doğan Holding, which is TL 2.450.000(exact), within the TL 4.000.000(exact) registered capital ceiling, is to be increased to TL 2.616.938 due to the merger which took place under Doğan Holding, through the entire "take over" of Doğan Yayın Holding with all its assets and liabilities being ceased due to dissolution without liquidation by Doğan Holding (Note 23). The "Issuance Certificates" for a total of 166.938.288(exact) shares with a nominal value of TL 1 (one) each, to be issued to represent the TL 166.938(exact) increased within the scope of the capital increase have been approved by the CMB, and are enclosed on 29 August 2014 Article 7 of the Articles of Association, "Registered and Issued Capital", for the increase of the issued capital to TL 2.616.938(exact) has been registered with the Trade Registry on 3 September 2014.

In the course of the capital increase due to the merger, there was not any cash outflows by the shareholders of our Company, and the shares to be issued was allocated to Doğan Yayın Holding A.Ş. shareholders using the "exchange ratio" approved, in return for the Doğan Yayın Holding A.Ş. held by the shareholders other than Doğan Yayın Holding A.Ş. within the context of the exercise of the exit right, and other than Doğan Şirketler Grubu Holding A.Ş. The exchange transaction was commenced on 2 September, 2014. During the course of the "exchange" transaction to be carried out within the scope of the merger, Doğan Yayın Holding A.Ş. shareholders were given 0,48638 units (full) Doğan Şirketler Grubu Holding A.Ş. shares for each Doğan Yayın Holding A.Ş. shares they hold, with a nominal value of TL 1 (Note 23).

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 1-ORGANIZATION AND NATURE OF OPERATIONS (Continued)

Doğan Holding has the following subsidiaries (the "Subsidiaries"). The natures of the business, segment and countries of the subsidiaries are as follows:

Subsidiaries	Country	Nature of business	Segment
Hürriyet Gazetecilik ve Matbaacılık A.Ş. ("Hürriyet")	Turkey	Newspaper publishing	Media
Hürriyet Medya Basım Hizmetleri ve Ticaret A.Ş. ("Hürriyet Medya Basım")	Turkey	Printing and administrative services	Media
Doğan Gazetecilik A.Ş. ("Doğan Gazetecilik")	Turkey	Newspaper publishing	Media
Doğan Dağıtım Satış Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş. ("Doğan Dağıtım")	Turkey	Distribution	Media
Doğan Dış Ticaret ve Müessellik A.Ş. ("Doğan Dış Ticaret")	Turkey	Import and export	Media
Doğan Haber Ajansı A.Ş. ("Doğan Haber")	Turkey	News agency	Media
Doğan Gazetecilik İnternet Hizmetleri ve Ticaret A.Ş. ("Doğan Gazetecilik İnternet")	Turkey	Internet services	Media
Yenibirş İnsan Kaynakları Hizmetleri Danışmanlık ve Yayıncılık A.Ş. ("Yenibirş")	Turkey	Internet services	Media
Hürriyet Zweigniederlassung GmbH ("Hürriyet Zweigniederlassung")	Germany	Newspaper printing	Media
Doğan Media International GmbH ("DMI")	Germany	Newspaper publishing	Media
Hürriyet Invest B.V. ("Hürriyet Invest")	Netherlands	Investment	Media
Falcon Purchasing Services Ltd. ("Falcon")	England	Foreign Trade	Media
Trader Media East Ltd. ("TME")	Jersey	Investment	Media
TCM Adria d.o.o.	Croatia	Investment	Media
Mirabridge International B.V.	Netherlands	Investment	Media
Publishing International Holding B.V.	Netherlands	Investment	Media
Pronto Invest B.V.	Netherlands	Investment	Media
OOO RUKOM	Russia	Internet publishing	Media
OOO Pronto Aktobe	Kazakhstan	Newspaper and Internet publishing	Media
OOO Delta-M	Russia	Newspaper and Internet publishing	Media
OOO Pronto Baikal	Russia	Newspaper and Internet publishing	Media
Job.ru LLC	Russia	Internet publishing	Media
OOO Pronto DV	Russia	Newspaper and Internet publishing	Media
OOO Pronto Ivanovo	Russia	Newspaper and Internet publishing	Media
OOO Pronto Kaliningrad	Russia	Newspaper and Internet publishing	Media
OOO Pronto Kazan	Russia	Newspaper and Internet publishing	Media
OOO Pronto Krasnodar	Russia	Newspaper and Internet publishing	Media
OOO Pronto Nizhny Novgorod	Russia	Newspaper and Internet publishing	Media
OOO Pronto Novosibirsk	Russia	Newspaper and Internet publishing	Media
OOO Pronto Oka	Russia	Newspaper and Internet publishing	Media
OOO Pronto Samara	Russia	Newspaper and Internet publishing	Media
OOO Pronto UlanUde	Russia	Newspaper and Internet publishing	Media
OOO Pronto Vladivostok	Russia	Newspaper and Internet publishing	Media
OOO Pronto Moscow ⁽¹⁾	Russia	Newspaper and Internet publishing	Media
OOO Tambukan	Russia	Newspaper and Internet publishing	Media
OOO Utro Peterburga	Russia	Newspaper and Internet publishing	Media
OOO Pronto Smolensk	Russia	Newspaper and Internet publishing	Media
OOO Tambov-Info	Russia	Newspaper and Internet publishing	Media
OOO SP Belpronto	Belarus	Newspaper and Internet publishing	Media
ZAO Pronto Akzhol	Kazakhstan	Newspaper and Internet publishing	Media
TOO Pronto Akmola	Kazakhstan	Newspaper and Internet publishing	Media
OOO Pronto Atyrau	Kazakhstan	Newspaper and Internet publishing	Media
OOO Pronto Aktau	Kazakhstan	Newspaper and Internet publishing	Media
Pronto Soft	Belarus	Internet publishing	Media
Impress Media Marketing LLC	Russia	Publishing	Media
OOO Rektcentr	Russia	Investment	Media
Publishing House Pennsylvania Inc.	USA	Investment	Media
Pronto Ust Kamenogorsk	Kazakhstan	Newspaper publishing	Media
Doğan İnternet Yayıncılığı ve Yatırım A.Ş. ("Doğan İnternet Yayıncılığı")	Turkey	Internet publishing	Media
Doğan TV Holding A.Ş. ("Doğan TV Holding")	Turkey	Tv publishing	Media
DTV Haber ve Görsel Yayıncılık A.Ş. ("Kanal D")	Turkey	Tv publishing	Media
Mozaik İletişim Hizmetleri A.Ş. ("Mozaik" or "D-smart")	Turkey	Tv publishing	Media
Doruk Televizyon ve Radyo Yayıncılık A.Ş. ("Doruk Televizyon" or "CNN Türk")	Turkey	Tv publishing	Media

⁽¹⁾ Trade name of related subsidiary has been changed as Pronto Media Holding Ltd. as of 23 December 2014.

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 1-ORGANIZATION AND NATURE OF OPERATIONS (Continued)

Subsidiaries	Country	Nature of business	Segment
Doğan TV Digital Platform İşletmeciliği A.Ş. ("Doğan TV Dijital")	Turkey	Tv publishing	Media
Fun Televizyon Yapımcılık Sanayi ve Ticaret A.Ş. ("Fun TV")	Turkey	Tv publishing	Media
Tempo Televizyon Yayıncılık Yapımcılık Sanayi ve Ticaret A.Ş. ("Tempo TV")	Turkey	Tv publishing	Media
Kanal Spor Televizyon ve Radyo Yayıncılık A.Ş. ("Kanal Spor")	Turkey	Tv publishing	Media
Milenyum Televizyon Yayıncılık ve Yapımcılık A.Ş. ("Milenyum TV")	Turkey	Tv publishing	Media
TV 2000 Televizyon Yayıncılık Yapımcılık Sanayi ve Ticaret A.Ş. ("TV 2000")	Turkey	Tv publishing	Media
Popüler Televizyon ve Radyo Yayıncılık A.Ş. ("Popüler TV")	Turkey	Tv publishing	Media
D Yapım Reklamcılık ve Dağıtım A.Ş. ("D Yapım Reklamcılık")	Turkey	Tv publishing	Media
Bravo Televizyon Yayıncılık Yapımcılık Sanayi ve Ticaret A.Ş. ("Bravo TV")	Turkey	Tv publishing	Media
Doğa Televizyon ve Radyo Yayıncılık A.Ş. ("Doğa TV")	Turkey	Tv publishing	Media
Altın Kanal Televizyon ve Radyo Yayıncılık A.Ş. ("Altın Kanal")	Turkey	Tv publishing	Media
Stil Televizyon ve Radyo Yayıncılık A.Ş. ("Stil TV")	Turkey	Tv publishing	Media
Selenit Televizyon ve Radyo Yayıncılık A.Ş. ("Selenit TV")	Turkey	Tv publishing	Media
Trend Televizyon ve Radyo Yayıncılık A.Ş. ("Trend TV" or "D Çocuk")	Turkey	Tv publishing	Media
Ekinoks Televizyon ve Radyo Yayıncılık A.Ş. ("Ekinoks TV")	Turkey	Tv publishing	Media
Fleks Televizyon ve Radyo Yayıncılık A.Ş. ("Fleks TV")	Turkey	Tv publishing	Media
Kutup Televizyon ve Radyo Yayıncılık A.Ş. ("Kutup TV")	Turkey	Tv publishing	Media
Galaksi Radyo ve Televizyon Yayıncılık Yapımcılık Sanayi ve Ticaret A.Ş. ("Galaksi TV")	Turkey	Tv publishing	Media
Koloni Televizyon ve Radyo Yayıncılık A.Ş. ("Koloni TV")	Turkey	Tv publishing	Media
Yörünge Televizyon ve Radyo Yayıncılık A.Ş. ("Yörünge TV")	Turkey	Tv publishing	Media
Tematik Televizyon ve Radyo Yayıncılık A.Ş. ("Tematik TV")	Turkey	Tv publishing	Media
Süper Kanal Televizyon ve Radyo Yayıncılık A.Ş. ("Süperkanal")	Turkey	Tv publishing	Media
Uydu İletişim Basın Yayın A.Ş. ("Uydu")	Turkey	Tv publishing	Media
Eko TV Televizyon ve Radyo Yayıncılık A.Ş. ("Eko TV") ⁽¹⁾	Turkey	Tv publishing	Media
Doğan Uydu Haberleşme Hizmetleri ve Telekomünikasyon Ticaret A.Ş. ("Doğan Uydu Haberleşme")	Turkey	Tv publishing	Media
Doğan Teleshopping Pazarlama ve Ticaret A.Ş. ("Doğan Teleshopping" or "Her Eve Lazım")	Turkey	Tv publishing	Media
Rapsodi Radyo ve Televizyon Yayıncılık A.Ş. ("Rapsodi Radyo")	Turkey	Radio publishing	Media
Doğan Müzik Yapım ve Ticaret A.Ş. ("DMC")	Turkey	Music and entertainment	Media
Primetürk GmbH ("Prime Türk")	Germany	Marketing	Media
Osmose Media S.A ("Osmose Media")	Luxembourg	Marketing	Media
Doğan Media International S.A. ("Kanal D Romania")	Romania	Tv publishing	Media
Doğan Müzik Kitap Mağazacılık ve Pazarlama A.Ş. ("D&R")	Turkey	Retail	Retail
Hür Servis Sosyal Hizmetler ve Ticaret A.Ş. ("Hürservis")	Turkey	Retail	Retail
Doğan Faktoring A.Ş. ("Doğan Faktoring")	Turkey	Factoring	Media
Doğan Platform Yatırımları A.Ş. ("Doğan Platform")	Turkey	Investment	Media
Milpa Ticari ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş. ("Milpa")	Turkey	Trade	Other
Enteralle Handels GmbH ("Enteralle Handels")	Germany	Trade	Other
Orta Anadolu Otomotiv Ticaret ve Sanayi A.Ş. ("Orta Anadolu Otomotiv")	Turkey	Trade	Other
Çelik Halat ve Tel Sanayii A.Ş. ("Çelik Halat")	Turkey	Production	Other
Ditaş Doğan Yedek Parça İmalat ve Teknik A.Ş. ("Ditaş Doğan")	Turkey	Production	Other
Milta Turizm İşletmeleri A.Ş. ("Milta Turizm")	Turkey	Tourism	Other
Doğan Organik Ürünler Sanayi ve Ticaret A.Ş. ("Doğan Organik")	Turkey	Agriculture	Other
Doğan Enerji Yatırımları Sanayi ve Ticaret A.Ş. ("Doğan Enerji")	Turkey	Energy	Energy
Galata Wind Enerji A.Ş. ("Galata Wind")	Turkey	Energy	Energy
SC D-Yapi Real Estate, Investment and Construction S.A. ("D Yapı Romania")	Romania	Real Estate	Other
D Stroy Limited ("D Stroy")	Russia	Trade	Other
DHI Investment B.V. ("DHI Investment")	Netherlands	Investment	Other
D-Tes Elektrik Enerjisi Toptan Satış A.Ş. ("D-Tes")	Turkey	Energy	Energy
Ditas America LLC ("Ditas America")	USA	Trade	Other
Ditas Trading (Shanghai) Co. Ltd. ("Ditas Trading")	People's Republic of China	Trade	Other
M Investment 1 LLC ("M Investment")	USA	Real estate	Other
A.G.T. Tanıtım Kağıt Ürünleri Sanayi ve Ticaret A.Ş. ("A.G.T. Tanıtım")	Turkey	Retail	Retail
Öncü Girişim Sermayesi Yatırım Ortaklığı ("Öncü Girişim")	Turkey	Investment	Investment

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DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

2.1 Basis of presentation

2.1.1 Financial Reporting Standards

Public Oversight, Accounting and Auditing Standards Authority ("POA"), published the "Financial Statement Samples and User Guide", to be prepared in the scope of TAS in accordance with the "Turkey Accounting/Financial Reporting Standards" in the Official Gazette No. 28652 dated 20 May 2013 for the companies that are obliged to apply Turkish Accounting Standards ("TAS") except for the financial institutions such as banks, insurance companies, capital market institutions operating under the scope of Banking Act 5411, the Capital Market Law No. 6362, No. 5684, No. 4683 of the Insurance Law, Private Pension Savings and Investment. The consolidated financial statements of the Group as of 31 December 2014 have been prepared in accordance with the standards described above.

In accordance with the Capital Markets Board ("CMB")'s No. II-14.1 "Principles of Financial Reporting in Capital Markets" ("Communiqué No. II-1.14"), capital market institutions except for the partnerships whose issued capital market instruments are traded on a stock exchange and investment funds, housing finance and asset finance funds, financial statements, should prepare its financial statements in accordance with TAS.

Upon the CMB's resolution dated 7 June 2013 and 20/670, for capital market institutions, except for the corporations whose capital market instruments are traded on a stock exchange and investment funds, housing finance and asset finance funds within the scope of Communiqué No: II-14.1, formats are declared in the weekly bulleting numbered 2013/19 starting from the interim periods 30 June 2013 at 7 June 2013. The Group has prepared its consolidated financial statements as of 31 December 2014 in accordance with CMB Financial Reporting Standards.

Upon the CMB's resolution made on 17 March 2005, companies operating in Turkey and preparing their financial statements in accordance with the CMB's Financial Reporting Standards are not required to apply inflation accounting beginning from 1 January 2005. Accordingly, No: 29 "Financial Reporting in Hyperinflationary Economies" ("TAS 29") is not applied in accompanying consolidated financial statements for the accounting periods starting 1 January 2005 except the Group's subsidiaries operating in Belarus.

Doğan Holding and its subsidiaries, joint ventures and associates registered in Turkey maintain their books of account and prepare their statutory financial statements ("Statutory Financial Statements") in TL in accordance with the Turkish Commercial Code (the "TCC"), tax legislation and the Uniform Chart of Accounts issued by the Ministry of Finance. The foreign subsidiaries prepare their statutory financial statements in accordance with the laws and regulations in force in the countries in which they are registered.

These consolidated financial statements are based on the statutory records, which are maintained under historical cost conversion, with the required adjustments and reclassifications reflected for the purpose of fair presentation in accordance with the Turkish Accounting Standards ("TAS") implemented by the POA.

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DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.2 Financial statements of subsidiaries and joint ventures operating in foreign countries**

Financial statements of subsidiaries and joint ventures that are operating in foreign countries are prepared in accordance with the laws and regulations in force in the countries in which they are registered in and required adjustments and reclassifications reflected for the purpose of fair presentation in accordance with the Group's accounting policies.

If the group entities' functional currency is different from the presentation currency; it is translated into the presentation currency as below:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each statement of profit or loss are translated at average exchange rates; and all resulting exchange differences are recognised as a separate component of equity and statements of comprehensive income (currency translation differences).

When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the statement of profit or loss as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.1.3 Consolidation principles

The consolidated financial statements include the accounts of the parent company, Doğan Holding, its Subsidiaries, its Associates and its Joint Ventures (collectively referred as the "Group") on the basis set out in sections (a) to (e) below. The financial statements of the companies included in the consolidation are based on historical cost of the statutory records and for the purpose of fair presentation in accordance with the accounting policies described in Note 2.1.1 and Note 2.1.2 and application of uniform accounting policies and presentations; adjustments and reclassifications. Financial statements of consolidated entities are restated in accordance with the Financial Reporting Standards set out by the CMB considering the accounting policies and presentation requirements applied by the Group.

Subsidiaries and joint ventures acquired or disposed of during the accounting period are included in the consolidation from the date at which the control of operations are transferred to the Group and excluded from the consolidation when the control is lost. Even if non-controlling interests result in a deficit balance, total comprehensive income is attributed to the owners and to the non-controlling interests.

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DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.1 Basis of presentation (continued)

2.1.3 Consolidation principles (continued)

Accounting policies used in the preparation of these consolidated financial statements are summarized as below:

(a) Subsidiaries

Subsidiaries are companies in which Doğan Holding has power to control the financial and operating policies for the benefit of Doğan Holding either (a) through the power to exercise more than 50% of voting rights relating to shares in the companies as a result of shares owned directly and indirectly by itself or (b) although not having the power to exercise more than 50% of the voting rights, through the exercise of actual dominant influence over the financial and operating policies. Subsidiaries are consolidated by full consolidation method by the date the Group takes the control. From the date the control is over, subsidiaries are excluded from the consolidation scope. Proportion of ownership interest represents the effective shareholding of the Group through the shares held by Doğan Holding and/or indirectly by its subsidiaries. In the consolidated financial statements, interests owned by Doğan family members are treated as non-controlling interests and excluded from net asset and profit of the Group.

The balance sheets and statements of profit or loss of the subsidiaries are consolidated on a line-by-line basis and the carrying value of the investment held by the Holding and its subsidiaries is eliminated against the related equity. Intercompany transactions and balances between Doğan Holding and its subsidiaries are eliminated on consolidation. The dividends arising from shares held by Doğan Holding in its subsidiaries are eliminated from equity and income for the period. Where necessary, adjustments are made to the accounting policies in the financial statements of subsidiaries in order to comply with the Group's accounting policies.

Changes in the Group's ownership interests in subsidiaries that do not result in the loss of control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company. When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.3 Consolidation principles (continued)****(a) Subsidiaries (continued)**

The table below sets out the proportion of voting power held by Doğan Holding, Doğan Family and its subsidiaries and effective ownership interests at 31 December 2014 and 31 December 2013:

Subsidiaries	Proportion of voting power held by Doğan Holding and its subsidiaries (%)		Proportion of voting power held by Doğan family members (%)		Total proportion of voting power held (%)		Proportion of effective ownership interest (%)	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013
Hürriyet	77,65	77,65	-	-	77,65	77,65	77,65	64,35
Doğan Gazetecilik	92,76	92,76	0,52	0,52	93,28	93,28	92,76	74,23
DMI	100,00	100,00	-	-	100,00	100,00	90,52	73,37
Hürriyet Medya Basım	100,00	100,00	-	-	100,00	100,00	77,65	64,35
Doğan Ofset ⁽¹⁾	-	99,93	-	-	-	99,93	-	64,30
Mozaik	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Doğan Haber	99,99	99,94	-	-	99,99	99,94	88,11	71,66
Doğan Dağıtım	100,00	100,00	-	-	100,00	100,00	100,00	80,02
Doğan Dış Ticaret	98,80	98,80	-	-	98,80	98,80	98,42	78,80
Doğan Gazetecilik İnternet	100,00	100,00	-	-	100,00	100,00	92,76	74,23
Yenibir	100,00	100,00	-	-	100,00	100,00	77,65	64,35
Hürriyet Zweigniederlassung	100,00	100,00	-	-	100,00	100,00	77,65	64,35
Hürriyet Invest	100,00	100,00	-	-	100,00	100,00	77,65	64,35
TME	78,57	74,29	-	-	78,57	74,29	61,01	47,80
Mirabridge International B.V.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
Publishing International Holding B.V.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
Job.ru LLC	100,00	100,00	-	-	100,00	100,00	61,01	47,80
Pronto Invest B.V.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
TCM Adria d.o.o.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Rektcentr	100,00	100,00	-	-	100,00	100,00	61,01	47,80
Publishing House Pennsylvania Inc.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
Doğan Platform	100,00	100,00	-	-	100,00	100,00	100,00	80,02
Doğan Yayın Holding ⁽²⁾	-	80,02	-	1,90	-	81,92	-	80,02
Fairworld ⁽³⁾	-	100,00	-	-	-	100,00	-	78,80
Falcon	100,00	100,00	-	-	100,00	100,00	98,42	78,80
Oglasnik d.o.o. ⁽⁴⁾	-	100,00	-	-	-	100,00	-	47,80
Expressz Magyarorszag Media Kft ⁽⁵⁾	-	100,00	-	-	-	100,00	-	47,80
OOO SP Belpronto	60,00	60,00	-	-	60,00	60,00	36,61	28,68
OOO Pronto Rostov ⁽⁶⁾	-	100,00	-	-	-	100,00	-	47,80
OOO Pronto Aktobe	80,00	80,00	-	-	80,00	80,00	39,05	30,59
OOO Delta-M	55,00	55,00	-	-	55,00	55,00	33,56	26,29
OOO Pronto Baikal	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto DV	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Ivanovo	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Kaliningrad	95,00	95,00	-	-	95,00	95,00	57,96	45,41
OOO Pronto Kazan	72,00	72,00	-	-	72,00	72,00	43,93	34,42
OOO Pronto Krasnodar	80,00	80,00	-	-	80,00	80,00	48,81	38,24

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.3 Consolidation principles (continued)****(a) Subsidiaries (continued)**

Subsidiaries	Proportion of voting power held by Doğan Holding and its subsidiaries (%)		Proportion of voting power held by Doğan family members (%)		Total proportion of voting power held (%)		Proportion of effective ownership interest (%)	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013
OOO Pronto Nizhny Novgorod	90,00	90,00	-	-	90,00	90,00	54,91	43,02
OOO Pronto Novosibirsk	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Oka ⁽⁷⁾	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Samara	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto UlanUde	90,00	90,00	-	-	90,00	90,00	54,91	43,02
OOO Pronto Vladivostok	90,00	90,00	-	-	90,00	90,00	54,91	43,02
OOO Pronto Media Holding Ltd.	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Neva ⁽⁸⁾	-	100,00	-	-	-	100,00	-	47,80
OOO Tambukan	85,00	85,00	-	-	85,00	85,00	51,86	40,63
OOO Utro Peterburga ⁽⁷⁾	55,00	55,00	-	-	55,00	55,00	33,56	26,29
OOO Pronto Kemerovo ⁽⁶⁾	-	100,00	-	-	-	100,00	-	47,80
OOO Pronto Smolensk	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Tula ⁽⁹⁾	-	100,00	-	-	-	100,00	-	47,80
OOO Pronto Voronezh ⁽⁶⁾	-	100,00	-	-	-	100,00	-	47,80
OOO Tambov-Info	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Obninsk ⁽¹⁰⁾	-	10,00	-	-	-	10,00	-	4,78
TOO Pronto Akmola	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Pronto Atyrau	100,00	100,00	-	-	100,00	100,00	48,81	38,24
OOO Pronto Aktau	100,00	100,00	-	-	100,00	100,00	48,81	38,24
ZAO Pronto Akzhol	80,00	80,00	-	-	80,00	80,00	48,81	38,24
Bolji Posao d.o.o. Serbia ⁽¹¹⁾	-	100,00	-	-	-	100,00	-	47,80
Bolji Posao d.o.o. Bosnia ⁽¹¹⁾	-	100,00	-	-	-	100,00	-	47,80
OOO RUKOM ⁽¹²⁾	100,00	100,00	-	-	100,00	100,00	61,01	47,80
OOO Partner-Soft ⁽¹³⁾	-	90,00	-	-	-	90,00	-	43,02
Pronto Soft	90,00	90,00	-	-	90,00	90,00	54,91	43,02
Prime Turk	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Osmose Media	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Impress Media Marketing LLC	97,00	97,00	-	-	97,00	97,00	59,18	46,37
Pronto Ust Kamenogorsk	100,00	100,00	-	-	100,00	100,00	48,81	38,24
Doğan TV Holding ⁽¹⁴⁾	85,22	82,45	0,14	0,14	85,36	82,59	85,22	66,48
Kanal D	94,97	94,88	5,03	5,12	100,00	100,00	80,93	63,07
Kanal D Yapımcılık ⁽¹⁵⁾	-	100,00	-	-	-	100,00	-	63,07
Alkım İletişim ⁽¹⁶⁾	-	100,00	-	-	-	100,00	-	66,48
Alp Görse ⁽¹⁷⁾	-	100,00	-	-	-	100,00	-	66,48
Fun TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Tempo TV	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Kanalspor	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Milenyum TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
TV 2000	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Popüler TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
D Yapım Reklamcılık	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Bravo TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.3 Consolidation principles (continued)****(a) Subsidiaries (continued)**

Subsidiaries	Proportion of voting power held by Doğan Holding and its subsidiaries (%)		Proportion of voting power held by Doğan family members (%)		Total proportion of voting power held (%)		Proportion of effective ownership interest (%)	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013
Doğa TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Altın Kanal	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Stil TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Selenit TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
D Çocuk	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Ekinoks TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Fleks TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Doğan TV Dijital	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Kutup TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Galaksi TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Koloni TV	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Atılğan TV ⁽¹⁸⁾	-	100,00	-	-	-	100,00	-	66,48
Yörünge TV	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Doruk Televizyon	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Tematik TV	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Süper Kanal	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Uydu	100,00	100,00	-	-	100,00	100,00	85,39	66,63
Eko TV	95,03	95,03	-	-	95,03	95,03	80,98	63,17
Kanal D Romanya	100,00	100,00	-	-	100,00	100,00	85,22	73,37
NetD Dijital Yayıncılık ⁽¹⁹⁾	-	100,00	-	-	-	100,00	-	66,48
Doğan Uydu Haberleşme	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Doğan Teleshopping	100,00	100,00	-	-	100,00	100,00	85,22	66,48
Rapsodi Radyo	100,00	100,00	-	-	100,00	100,00	85,22	66,48
DMC	100,00	100,00	-	-	100,00	100,00	85,22	66,48
İnteraktif Medya ⁽²⁰⁾	-	100,00	-	-	-	100,00	-	66,48
D&R	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Hürservis	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Doğan Faktoring	100,00	100,00	-	-	100,00	100,00	98,86	79,42
Nartek ⁽²¹⁾	-	60,00	-	-	-	60,00	-	38,61
Doğan İnternet Yayıncılığı	100,00	100,00	-	-	100,00	100,00	100,00	80,02
Milpa	86,27	86,27	0,16	0,16	86,43	86,43	86,27	86,27
Enteralle Handels ⁽²²⁾	100,00	100,00	-	-	100,00	100,00	86,27	86,27
Orta Anadolu Otomotiv	85,00	85,00	-	-	85,00	85,00	85,00	85,00
Çelik Halat	78,70	78,69	-	-	78,70	78,69	78,70	78,69
Ditaş Doğan	73,59	73,59	-	-	73,59	73,59	73,59	73,59
Milta Turizm	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Doğan Organik	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Doğan Enerji	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Nakkaştepe Elektrik ⁽²³⁾	-	100,00	-	-	-	100,00	-	100,00
Galata Wind	100,00	100,00	-	-	100,00	100,00	100,00	100,00
Akdeniz Elektrik ⁽²⁴⁾	-	100,00	-	-	-	100,00	-	100,00

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.3 Consolidation principles (continued)****(a) Subsidiaries (continued)**

Subsidiaries	Proportion of voting power held by Doğan Holding and its subsidiaries (%)		Proportion of voting power held by Doğan family members (%)		Total proportion of voting power held (%)		Proportion of effective ownership interest (%)	
	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013	31 December 2014	31 December 2013
D-Yapı Romanya	100,00	100,00	-	-	100,00	100,00	100,00	100,00
D Stroy ⁽²⁵⁾	100,00	100,00	-	-	100,00	100,00	73,59	100,00
DHI Investment	100,00	100,00	-	-	100,00	100,00	100,00	100,00
D-Tes	100,00	100,00	-	-	100,00	100,00	100,00	100,00
A.G.T. Tanitim ⁽²⁶⁾	90,00	-	-	-	90,00	-	90,00	-
M Investment ⁽²⁷⁾	100,00	-	-	-	100,00	-	100,00	-
Öncü Girişim ⁽²⁸⁾	100,00	-	-	-	100,00	-	100,00	-

⁽¹⁾ The related subsidiary was sold as of 18 July 2014.⁽²⁾ As a result of merger of Doğan Yayın Holding A.Ş. with Doğan Holding by take over with all assets and liabilities as of 26 August 2014, Doğan Yayın Holding A.Ş. has been ceased by this date due to dissolution without liquidation.⁽³⁾ The related subsidiary was liquidated as of 30 July 2014.⁽⁴⁾ The related subsidiary was sold as of 28 February 2014.⁽⁵⁾ The related subsidiary was sold as of 7 April 2014.⁽⁶⁾ The related subsidiary was liquidated in 2014.⁽⁷⁾ The related subsidiary ceased its operations before 2010.⁽⁸⁾ The related subsidiary was liquidated as of 21 February 2014.⁽⁹⁾ The related subsidiary was liquidated as of 18 July 2014.⁽¹⁰⁾ 90% shares of of the related subsidiary in December 2013, and remaining 10% was sold in January 2014.⁽¹¹⁾ The related subsidiary was sold as of 21 March 2014.⁽¹²⁾ The related subsidiary ceased its operations in 2012.⁽¹³⁾ The related subsidiary was liquidated as of 10 December 2014.⁽¹⁴⁾ According to the statutory records of Group, proportion of effective ownership interest of Doğan TV Holding is 84,94%. Nevertheless, in consequence of the option explained in Note 17, by considering the additional share proportion in accordance with TAS 32 "Financial Instruments: Disclosure and Presentation" the rate is calculated as 99,86%.⁽¹⁵⁾ The related subsidiary merged with Kanal D as of 25 December 2014.⁽¹⁶⁾ The related subsidiary merged with Doğan TV Holding as of 27 March 2014.⁽¹⁷⁾ The related subsidiary merged with Alkim İletişim as of 28 February 2014.⁽¹⁸⁾ The related subsidiary merged with D Yapım as of 31 December 2014.⁽¹⁹⁾ The related subsidiary merged with Kanal D as of 30 April 2014.⁽²⁰⁾ The related subsidiary merged with D Yapım as of 31 December 2014.⁽²¹⁾ The related subsidiary merged with Yenibir as of 30 December 2014.⁽²²⁾ The related subsidiary is in liquidation process, which started on 31 December 2011.⁽²³⁾ The related subsidiary merged with D-Tes as of 27 January 2014.⁽²⁴⁾ The related subsidiary merged with Galata Wind as of 27 January 2014.⁽²⁵⁾ The related subsidiary was sold to Ditaş as of 20 March 2014.⁽²⁶⁾ The related subsidiary was acquired on 16 September 2014.⁽²⁷⁾ The related subsidiary was established on 14 April 2014.⁽²⁸⁾ The related subsidiary was established on 18 December 2014.

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(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.3 Consolidation principles (continued)****b) Joint Ventures**

Joint ventures are companies in respect of which there are contractual arrangements through which an economic activity is undertaken subject to joint control by Doğan Holding and one or more other parties.

In accordance with the amendments to TFRS 11 effective from 1 January 2013, entities under common control are recognized under the equity method starting from this date and the related amendments are applied retrospectively and financial statements are restated accordingly. Condensed financial statements of entities under common control are disclosed in Note 4.

(c) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but do not have control or joint control over those policies. Investments in joint ventures are accounted for using the equity method of accounting. Such entities are companies in which Doğan Holding and its subsidiaries have 20%-50% of the voting rights of the Group's overall voting power, where the Group has significant influence without any controlling power over the operations. Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in its joint ventures; unrealized losses are also eliminated if there is no indication of the assets transferred. Increases or decreases in the net assets of associates are increased or decreased proportionally as the Group's share in the consolidated financial statements and presented under the "Share of loss/gain on investments accounted for by using the equity method" account in the statement of profit or loss.

Where the investment's share of losses exceeds the Group's share (including any long-term investments that, in substance, form part of the Group's net investment in the associate), the exceeding portion of losses are not recognized. Consideration of additional loss is only possible in case the Group has been exposed to legal liability or has made to payments in the name of subsidiary.

Unrealized gains on transactions between the Group and its associates are restated in proportion to the Group's share in the associate and unrealized losses are also restated when there is no indication of impairment of the transferred asset. Group, as long as does not fall under obligations with respect to associates, when the carrying value of the associates are zero or significant influence is over, ceases to use the equity method.

(d) Non-controlling interests

Non-controlling interests of shareholders over the net assets and operational results of subsidiaries are classified as non-controlling interest and non-controlling profit/loss in the consolidated balance sheet and statement of income.

(e) Financial investments

Other investments in which the Group and its subsidiaries, have less than 20%, or more than 20% direct or indirect participation but the Group has no significant influence over the related assets, or which are immaterial to consolidated financial statements are classified as "available for sale financial assets". Available for sale investments that do not have a quoted market price in an active market and whose fair value cannot be measured reliably are carried at cost less any allowance for impairment (Note 7).

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.1 Basis of presentation (continued)

2.1.4 Offsetting

Financial assets and liabilities are offset and the net amount is reported in the consolidated balance sheet when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

2.1.5 Comparative information and restatement of previously reported financial statements

The consolidated financial statements of the Group are prepared comparatively with the previous period to identify the financial position and performance trends. The group presents comparatively its consolidated balance sheet as of 31 December 2014 with 31 December 2013. Income statement, other comprehensive income, cash flow and change in equity as of 31 December 2014, are presented comparatively with the financial statements of the period 1 January-31 December 2013. In the current period, in case of a necessity, prior period financial statements are reclassified in order to comply with the presentation of its current period consolidated financial statements and significant changes are explained.

2.1.6 Significant Accounting Policies and Changes in Accounting Estimates and Errors and Restatement of Previously Reported Financial Statements

Changes in accounting policies arising from the first time adoption of a new TAS are applied retrospectively or prospectively in accordance with the respective TAS transition requirements, if any. Where there are no transition requirements for any changes or optional significant changes in accounting policies and identified accounting errors, those are applied retrospectively and prior period financial statements are restated accordingly.

Due to the merger explained in "Organization and Nature of Operations" (Note 1), the Group has changed the segment presentation being effective from the period ended by 31 December 2014 as explained in note "segment reporting"; to be "publishing", "broadcasting", "retail", "energy" and "other" (Note 2.2). The change in the presentation of the note has no effect on the result of operations. Related change has been made comparatively in the note. (Note 5)

The Group classified its subsidiaries operating in Hungary and Croatia as discontinued operations. In order to comply with current period financial statements, operations of aforementioned entities are classified as discontinued operations on prior year income statement and other comprehensive income statement.

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DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.1 Basis of presentation (continued)****2.1.7 New and Revised Turkish Financial Reporting Standards**

In the current period there is no such standard or interpretation affecting the Group's financial performance, balance sheet, presentation or note disclosures. However, the details of standards and interpretations effective in the current period but have no effect on the consolidated financial statements and standards and interpretations not yet effective and have not been early adopted by the Group are set out below.

(a) Standards effective from 1 January 2014 and have effect on the financial statements of the Group

None.

(b) Standards effective from 1 January 2014 and have no effect on the financial statements of the Group

TFRS 10, 12, TAS 27 (Amendments)	<i>Investment Companies</i> ¹
TMS 32 (Amendments)	<i>Offsetting Financial Assets and Financial Liabilities</i> ¹
TMS 36 (Amendments)	<i>Recoverable Value Disclosures for Non-Financial Assets</i> ¹
TMS 39 (Amendments)	<i>Novation of Derivatives and Continuation of Hedge Accounting</i> ¹
TFRS Interpretation 21	<i>Fees and Taxes</i> ¹
TMS 21 (Amendments)	<i>Effects of Changes in Foreign Exchange Rates</i> ²

¹ It has been effective since 1 January 2014 or the periods starting after this date.² It has been effective since 12 November 2014, the date amendment was announced.**(c) New and revised standards and interpretations not yet effective and have not been adopted early by the Group**

The Group has not applied the following new and revised standards that have been issued but are not yet effective:

TFRS 9	<i>Financial Instruments</i>
TFRS 9 and TFRS 7 (Amendments)	<i>Mandatory Effective Date of TFRS 9 and Transition Disclosures</i>
TMS 19 (Amendments)	<i>Employee Benefits</i> ¹
Annual Improvements to 2010-2012 Cycle	<i>TFRS 2, TFRS 3, TFRS 8, TFRS 13, TMS 16 and TMS 38, TMS 24, TFRS 9, TMS 37, TMS 39</i> ¹
Annual Improvements to 2011-2013 Cycle	<i>TFRS 3, TFRS 13, TMS 40</i> ¹
TMS 16 and TMS 38 (Amendments)	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ²
TMS 16 and TMS 41 (Amendments) with TMS 1,	
TMS 17, TMS 23, TMS 36 and TMS 40 (Amendments)	<i>Agriculture: Bearer Plants</i> ²
TFRS 11 and TFRS 1 (Amendments)	<i>Accounting for Acquisition of Interests in Joint Operations</i> ²

¹ Effective for annual periods beginning after 30 June 2014..² Effective for annual periods beginning after 31 December 2015.

The above standards will be applicable in 2015 and onwards, the Group has not determined the potential impact of the application of these standards over its consolidated financial statements. The applications of these standards are expected not to have a significant impact on the consolidated financial statements.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies

Related parties

For the purpose of these consolidated financial statements, related parties are referred to as legal entities in which Doğan Holding directly or indirectly has participation, including any entities under common control; real persons and/or legal entities that have direct or indirect individual or joint control over the company and their close family members (relatives up to second-degree) and legal entities having direct or indirect individual or joint control by them and legal entities having significant effect over the Company or their key management personnel; Company's affiliates, subsidiaries and members of the Board of Directors, key management personnel and their close family members (relatives up to second-degree) and real persons and/or legal entities that are directly or indirectly controlled individually or jointly (Note 33).

Cash and cash equivalents

Cash and cash equivalents are carried at cost in the balance sheet. Cash and cash equivalents comprise cash in hand, bank deposits and highly liquid investments without a significant risk over the change in their value, whose maturity at the time of purchase is three months or less (Note 6).

Sales and repurchase agreements

Funds given in return for financial assets purchase with the requirement of selling back ("Reverse repo") are recognized as reverse repurchase agreements at consolidated financial statements (Note 6). Income discount is calculated for the difference between the buying and selling prices, determined with aforementioned reverse repo agreements, accrued for the period according to internal discount rate method and recognized by the adding to the cost of reverse repos. Funds provided in return for financial assets reverse repurchase are recognized under cash and cash equivalents in the consolidated financial statements.

Trade receivables and provision for doubtful receivables

The Group's trade receivables from providing goods or services to customers are carried at net of unrealized finance income. Trade receivables, net of unrealized finance income, are calculated by discounting future cash inflows of receivables carried at the original invoice amount using the effective interest method. Short term receivables with indefinite interest rate are carried at cost unless the effect of imputing interest is significant.

Provision is allocated for receivables when the Group has an objective indication over the collectability. The amount of the provision is the difference between the carrying amount and the recoverable amount. Recoverable amount is the present value of all cash flows, including amounts recoverable from guarantees and collaterals discounted based on using the original effective interest rate of the trade receivable occurred. Group management considers to book provision for doubtful receivables for administrative and/or legal follow-up, unsecured and collection possibility of the receivables which has maturity out of the Group's commercial term.

If there is a partial or whole collection over the doubtful receivable amount subsequent to the allocation of provision for doubtful receivables, the collected portion is recognised as income following the write-down of the total provision amount (Note 9, 27).

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Inventories**

Inventories are valued at the lower of cost or estimated selling price less estimated costs necessary to make a sale. Cost elements included in inventory are purchase costs and other costs necessary to prepare the asset for its intended use. Cost elements included in inventories are materials, labor and production overheads. The unit cost of inventories is determined on the moving weighted average basis (Note 11).

When the net realizable value of inventory is less than cost, the inventory is written down to the net realizable value and the expense is included in the statement of profit or loss in the period the write-down or loss occurred. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of the changing economic circumstances, the amount of the write-down is reversed. The reversal amount is limited to the amount of the initial impairment.

Promotion stocks

Evaluation of impairment on promotion stocks and in detection of an impairment; evaluation of the impairment amount is carried out by the Group management. In this manner, an inventory impairment amount is set with the rates determined by the Group management by taking the purchase date into consideration.

Programme stocks

Programme stocks comprise internal and external productions that have been produced but not yet broadcasted as of the report date. Programme stocks are recognised at acquisition or production cost and they are not subject to amortization. These programmes are charged to the statement of profit or loss upon the first transmission and included in cost of sales in the consolidated statement of profit or loss. If the estimated income from programme stocks is lower than the carrying value, carrying value is discounted to net realizable value. Licence periods, remaining number of publishing rights, industry dynamics and sales forecasts are being considered in determining of impairment of programme stocks (Note 19).

Financial instruments

In accordance with TAS 39, the Group classifies its financial instruments as assets held at fair value through profit or loss, held-to-maturity, available-for-sale and loans and receivables. Classification is determined based on the acquisition purpose and specifications of the financial asset at the initial recognition. All financial assets are recognised at cost including transaction costs in the initial measurement.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies (continued)

Financial instruments (continued)

"Financial assets at fair value through profit or loss" are financial assets that have been acquired principally for the purpose of taking advantage of fluctuations in price and other similar elements or independent from initial recognition financial assets held for trading which are part of a portfolio that has a recent actual pattern of short-term profit-taking. A financial asset is classified in this category if it is primarily acquired for the purpose of selling in the short-term. Financial assets at fair value through profit or loss are initially carried at cost including transaction costs at the balance sheet. Subsequent to recognition, the financial assets are carried at fair value. Realized or unrealized gains and losses are recognized in "financial income/expenses". Dividends received, are recognized as dividend income in the consolidated statement of profit or loss. Financial assets considered as derivative instruments that are not designated for the purpose of hedging instruments are classified as financial assets at fair value thorough profit or loss (Note 21). As of 31 December 2014, the Group does not have any financial assets whose fair value differences are recognized as in profit or loss.

"Held-to-maturity investments" are non-derivative financial assets with fixed or determinable payments that the Group intends and is able to hold to maturity and that do not meet the definition of loans and receivables and are not designated on initial recognition as assets at fair value through profit or loss or as available for sale. Held-to-maturity investments are carried at amortized cost using the effective interest method less impairment, if any. The Group has no held to maturity investments as of 31 December 2014 and 31 December 2013.

The Group's *"available for sale financial assets"* comprise of quoted equity instruments and certain debt securities that are traded in an active market and they are measured at fair value. Unrealized gains or losses on an available-for-sale financial asset shall be recognised in equity, through the investments revaluation reserves and comprehensive income, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in profit or loss. Dividends on available-for-sale equity instruments are recognized in profit or loss when the Group's right to receive payment is established.

Financial assets classified by Doğan Holding as *"available-for-sale financial assets"* that do not have any control power or significant effect have no fair value. When fair value cannot be reliably measured as other fair value estimation methods are not applicable; the carrying value of the financial asset is measured at cost less any impairment loss (Note 7).

"Loans and Receivables" are financial assets that have fixed or determinable payments and fixed maturity dates and non-derivative financial assets that are not quoted in an active market.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Derivative financial instruments**

Derivative financial instruments, predominantly foreign currency and interest swap agreements and foreign currency forward agreements are initially recognised at their acquisition costs plus the transaction costs. Derivative financial instruments are subsequently remeasured at their fair value. All derivative financial instruments are classified as financial assets at fair value through profit or loss. Fair values of derivative financial instruments are obtained from quoted market prices or discounted cash flow models as appropriate. Based on positive or negative fair value, derivative financial instruments are carried as assets or liabilities respectively (Note 21).

Changes in the fair value of derivatives at fair value through profit or loss are included in the statement of profit or loss.

While certain derivative financial instruments provide effective hedge relationships, they are recognised as financial assets through profit or loss in accordance with TAS 39 and their fair value gains and losses are reported in the statement of profit or loss.

Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, at the end of each year when there is an indication of impairment, investment properties are stated at fair value which reflects the market conditions. Gains or losses arising from changes in the fair values of investment properties are included in the profit or loss in the period in which they arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from disposal. Any gain or loss arising on derecognition of the property is included in profit or loss in the period in which the property is derecognized.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use. The difference between cost value and fair value at the date of the change is recognized as revaluation fund in other comprehensive income.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Property, plant and equipment and related depreciation**

Property, plant and equipment are carried at cost less any accumulated depreciation and any accumulated impairment losses (Note 14). Depreciation is provided on property, plant and equipment on a straight-line basis (except land). The depreciation periods for property, plant and equipment, which approximate the economic useful lives of such assets, are as follows:

	Years
Land and land improvements	15-50
Buildings	25-50
Machinery and equipment	2-28
Motor vehicles	2-20
Furniture and fixtures	2-50
Development costs of leased tangible assets	2-39
Other tangible assets	2-50
Leasehold improvements	2-25

Useful life and depreciation are reviewed regularly and the Group also reviews the consistency of the useful life and depreciation method applied with the economic benefits to be obtained from the underlying assets.

Gains or losses on disposals of property, plant and equipment are determined with respect to the difference between collections received and carrying amounts of property, plant and equipment and are included in the income and expenses from investing activities account, as appropriate.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount provided to allocate provision. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Fair value less costs to sell is the amount obtainable from the sale of an asset less the costs of disposal. Value in use is the present value of the future cash flows expected to be derived from an asset plus the residual value of the related assets.

Repair and maintenance expenses are charged to the consolidated statement of profit or loss as they are incurred. Capital expenditures that increase the present value of the future cash flows expected to be derived from property, plant and equipment by increasing its capacity is added to the cost of tangible fixed asset.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Financial Leases**

Leases are classified as finance leases by the Group whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are treated as consisting of capital and interest. Portion of rent payments related to principal is presented as liability and decreases as being paid. Interest charges are charged directly against statement of profit or loss over the financial lease period. Assets acquired through finance leases are depreciated over the shorter of expected useful life and the lease term, as well as tangible assets acquired.

Operating leases

An operating lease is a lease that does not substantially all the risks and rewards incidental to ownership of an asset. For operating leases, lease payments (net of any incentives received from the lessor) are recognized as an expense on a straight line basis over the lease term under the consolidated statement of profit or loss.

Goodwill

Goodwill and negative goodwill amount, which represent the difference between the purchase price and the fair value of the acquiree's net assets, arising from business combinations effected prior to 31 March 2004 in the consolidated financial statements is capitalized and amortized over the useful life by using the straight-line method prior to 31 December 2004. Goodwill arising from business combinations effected subsequent to 31 March 2004 is not amortized and instead reviewed for any impairment losses in accordance with TFRS 3 Business Combinations (Note 15).

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired as of the balance sheet dates. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Intangible assets and related amortization

Intangible assets excluding goodwill and assets with infinite useful lives comprise brand names, customer lists, terrestrial broadcasting permissions and licenses (frequency rights), other identified rights, computer software and television programme rights which are further discussed in Note 2.2. Brand names, customer relationships and domain names are determined based on the independent valuation on business combinations. Useful lives of certain brand names are determined to be infinite. Assets that have infinite useful life are not subject to amortization and are tested for impairment annually (Note 15).

Registered subscriber acquisition costs paid by D-smart are capitalized over the subscription commitment period by the Group and capitalized amounts are recognized under intangible assets account. Weighted average term for subscription acquisition costs is 2 years.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Intangible assets and related amortization (continued)**

Intangible assets are carried at cost, less any accumulated amortization and amortized by using the straight-line method (Note 15).

Estimated useful lives of intangible assets that have a finite useful life are as follows:

	Years
Trademark	20-25
Electricity production licences	45-47
Customer lists	9-25
Computer software and rights	3-15
Domain names	3-20
Other intangible rights	5-49

Intangible assets with finite useful lives are tested to determine whether there is an indication that the intangible assets may be impaired and if the carrying value of the intangible asset is higher than the recoverable amount, the carrying value of the intangible asset is written down to its recoverable amount provided to allocate provision. The amount recoverable from an intangible asset is either the discounted net cash flow generated from the use of that intangible asset or the net sales value of that intangible asset depending whether the former or the latter being higher. Provision for impairment is recognized under the statement of profit or loss in the related period.

The right to use of marina held by the Group's subsidiary Milta Turizm, classified in other intangible rights, is being amortized regarding the transfer agreement on November 13, 1997 with the Privatization Administration (Note 15).

Web page development costs

Costs associated with developing web pages are capitalized and amortized by using straight-line method over their estimated useful lives (Note 15). Following the planning phase and operation; all costs are recognised as expense. Maintenance costs of web pages are accounted as operational expenses.

Television program rights

Television program rights (foreign series, foreign films and Turkish films) are initially recognised at acquisition cost of the license when the Group controls, in substance, the respective assets and the risks and rewards attached to them. Television program rights are evaluated to determine if expected revenue is sufficient to cover the unconsumed portion of the program. To the extent that expected revenue is insufficient, the program rights are written down to their net realizable value.

Consumption is based on the transmission of the expected number of runs (vary from two to unlimited) purchased. Amortization of these rights is determined according to release order and number of runs. The appropriateness of the consumption profiles are reviewed regularly by the management. A maximum of 5 runs is applied for the unlimited run purchases. License periods, remaining run rights, sector dynamics and sales forecasts are taken into consideration when determining impairment of program rights.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Impairment of assets excluding goodwill and intangible assets with infinite useful lives**

At each balance sheet date, the Group evaluates whether there are any indications that an asset other than goodwill or infinite life intangible assets may be impaired. When an indication of impairment exists, carrying value of the assets is compared with the net realizable value which is the higher of value in use and fair value less costs to sell. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Impairment exists if the carrying value of an asset or a cash generating unit including that asset is greater than its recoverable amount which is the higher of value in use or fair value less costs to sell. Impairment losses are recognised in the consolidated statement of profit or loss. Analysis regarding the impairment is presented in Note 2.3.1.

Taxation

Taxation on income includes current period income taxes and deferred taxes. Current year tax liability consists of tax liability on period income calculated according to currently enacted tax rates and tax legislation in force as of balance sheet date and includes adjustments related to previous year's tax liabilities. Turkish tax legislation does not permit a parent company to file a consolidated tax return for its subsidiary and its joint venture. Therefore, tax provisions, as reflected in the accompanying consolidated financial statements, have been calculated on a separate-entity basis.

Deferred income tax is provided, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date.

Deferred tax liabilities are recognised for all taxable temporary differences, where deferred tax assets resulting from deductible temporary differences are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary difference can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they related to income taxes levied by the same taxation authority (Note 31).

Financial borrowings and borrowing costs

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost using the effective interest method. Any difference between proceeds, net of transaction costs, and the redemption value is recognised in the profit or loss as finance expense over the period of the borrowings (Note 8). The borrowing costs which are directly related with the acquisition, manufacturing or production of a specialty good (means that a long period of time is required to make available for sale and use as purposed) are capitalized as a part of the related asset (Note 14).

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies (continued)

Financial liabilities subject to non-controlling put options

Under the terms of certain share purchase agreements, the Group may commit to acquire the interests owned by non-controlling shareholders in subsidiaries, upon the request of non-controlling interest holders. TAS 32, "Financial Instruments: Disclosure and Presentation" requires the value of such put option to be presented as a financial liability on the balance sheet for the discounted value of the expected exercise price of this option, notwithstanding the ability of the Company to settle part of these obligations with its own shares and not cash. In addition, the share of non-controlling shareholders in the net asset of the company subject to the put option is presented in "other financial liabilities" instead of "non-controlling interests" in the consolidated balance sheet. The Group presents, at initial recognition, the difference between the exercise price of the option and the carrying value of the non-controlling interests first as a reduction of non-controlling interest and then as addition to the Group's equity. The discount amount and any subsequent change in the fair value of the commitment are recognised in profit or loss as finance income or expense in subsequent periods (Note 8).

Employment termination benefits

Under the Turkish Labour Law and Press Labour Law (for employees in the media sector), the Group is required to pay termination benefits to each employee who achieves the retirement age, whose employment is terminated without due cause written in the related laws.

The provision for employment termination benefit represents the present value of the estimated total reserves of the future probable liability of the Group arising from the retirement of the employees measured in accordance with the Turkish Labour and Press Labour Laws (Note 22).

According to the amendment in TAS 19, Group calculated employment benefit in accordance with the report prepared by the actuarial firm and recognized all actuarial loss and gains in the other comprehensive statement of profit or loss as of balance sheet date.

Provisions, contingent assets and liabilities

Provisions are recognised when the Group has a present legal or constructive obligation or a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are assessed continually to determine whether an outflow of resources comprising economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs except in the extremely rare circumstances where no reliable estimate can be made.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Provisions, contingent assets and liabilities (continued)**

If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised by the Group in the financial statements of the period in which the change occurs.

Possible assets or obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group are not included in financial tables and are treated as contingent assets or liabilities. A contingent asset is disclosed where an inflow of economic benefit is probable.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Share capital and dividends

Ordinary shares are classified as equity. Dividend income is recognised as income by the Group when right to obtain of dividend is generated in the consolidated financial statements. Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the General Assembly.

Revenue recognition

Revenue is the fair value amount of sales of goods and services received or receivable which resulted from Group's operations. Net sales represent the invoiced value of goods or services shipped less any trade discounts, rebates and commissions and are presented with the elimination of intercompany balances. Revenue includes the invoiced amount of goods and service sales. It is recognized on an accrual basis over the fair value of acquisition amount based on product or service delivery, transfer of significant risks and rewards related to product to the buyer, reliable estimate of revenue amount and probable economic benefits associated with the transaction will be obtained by the Company.

Revenue is initially recognized at the fair value of the consideration received or receivable when it can be measured reliably or when there is an inflow of economic benefits. When the arrangement effectively constitutes a financing transaction, the fair value of the consideration is determined by discounting all future receipts using an imputed rate of interest. The imputed rate of interest is a rate of interest that discounts the nominal amount of the instrument to the current cash sales price of the goods or services (Note 24).

Due date difference income/expense represents income/expense incurred from forward purchases and sales. These forms of incomes/expenses are accepted as finance incomes/expenses obtained from forward purchases and sales during the period and included to financial income/expense (Note 29).

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies (continued)

Revenue recognition (continued)

a) Publishing and broadcasting segments

Revenue from advertisements

Revenue from advertisements is recognised on an accrual and cut-off basis at the time of broadcasting or printing the advertisement in the related media at the invoiced amounts. The part which is not broadcasted or published yet is recognised as deferred income on the balance sheet.

Subscription Income

Subscription income includes the income obtained from Pay Tv and Adsl internet and magazine. The Group, follows Pay Tv and Adsl internet and magazine subscriptions as individual and institutional. The subscription is realized in basically two ways as monthly payment and prepaid. Subscription incomes are recognized when the related service is delivered to the customer.

Revenues from circulation, magazine sales and distribution

Revenue from newspaper and magazine sales is recognised on an accrual basis at the time of delivery of the newspapers by the distribution company to the dealer at the invoiced values.

Newspaper sales returns and provisions:

Provision for newspaper sales returns is accounted at the time of delivery based on past experiences and recent information of sales returns.

Revenue from printing services

Revenue from printing arises from printing services given to both Group companies and third parties by using Group's printing facilities. Related income is recognised on an accrual basis at the time of services given.

b) Energy segment

Revenue is the fair value of amount of electricity delivered the event that the consideration received or receivable. Revenue is recorded at the invoiced amounts, on accrual basis. Net sales are shown after deducting, invoiced electricity delivery, sales commissions and sales taxes. Revenue obtained from transmission charges, is shown in the financial statements by netting off with related costs.

c) Retail

Sale income of books, music, movies, electronics and giftware is recorded on an accrual basis over the invoiced amounts, on the date goods are delivered to the customer, after returns and discounts are deducted.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Revenue recognition (continued)****d) Other segment**

Sales revenue is recognized on an accrual basis over the fair value of acquisition amount based on product or service delivery, transfer of significant risks and rewards related to product to the buyer, reliable estimate of revenue amount and most probability that economic benefits associated with the transaction will be obtained by the Company. Net sales have been found by deducting sales returns, discounts and commissions.

Housing construction projects (Revenue proceeds from buyers)

The revenue generated from the housing construction projects organized by Milpa, subsidiary of the Group is recognized when the ownership of the risks and rewards of the assets are transferred to the buyer upon the performance of contract terms and the approval of delivery record by the buyer. Real estate sales income is classified under "other" segment.

Tourism income

Tourism income consists of the revenue obtained from hotel accommodation, agency, marina, car rental, and second hand vehicle sale. Hotel accommodation and agency income is recognized when the services are offered to the customers. Marina income consists of the revenue obtained from the accommodation of vessels and store rents. Such rental income is recognized on a straight-line basis over the lease agreements.

Rent Income

The rental income from investment properties is recognized on a straight-line basis over the term of the relevant lease.

Barter agreements

The Group provides advertising services in return for advertisement and other products and services. When goods or services are exchanged or swapped for goods or services which are of a similar nature and value, the exchange is not regarded as a revenue generating transaction. When goods are sold or services are rendered in exchange for dissimilar goods or services, the exchange is regarded as a revenue generating transaction. Revenue is measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred. If the fair value of the goods or services received is not measured reliably, the revenue is measured at the fair value of the goods or services supplied, adjusted by the amount of any cash or cash equivalents transferred (Note 18). Barter agreements are recognised on an accrual basis.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies (continued)

Revenue recognition (continued)

Business combinations

Business combinations are accounted in accordance with TFRS 3. Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the date of acquisition. If the purchase amount is less than the fair value of provisions, contingent assets and liabilities, the subjected difference is identified with comprehensive statement of profit or loss. Goodwill recognised in a business combination is not amortized, instead it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. There are no business combinations which will significantly affect the consolidated financial statements as of and for the year ended 31 December 2014.

Gains or losses resulted from sale or purchase of subsidiaries under the control of Doğan Holding (transactions that do not result in a change in control) are recognised under equity. TAS 27 (Revised) requires ownership decreases or increases which do not result in a change in control to be recorded under equity for accounting periods beginning on or after 1 July 2009. For accounting periods beginning prior to 1 July 2009, the difference resulted in favor of acquisition value in connection with sale or purchase of subsidiaries under the control of the Group which do not result in a change in control was recognised as goodwill.

Business combination of entities under common control is not under the scope of TFRS 3 Business Combinations. The Group doesn't recognize goodwill for these types of transactions. Difference between cash consideration paid as a result of business combination and net asset of the entity is recognized in "Effect of business combinations comprising of entities under common control" account under retained earnings/(accumulated losses) in equity.

Foreign currency transactions

Functional currency

Items included in the financial statements of each Group entity are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity. The consolidated financial statements are presented in Turkish Lira, which is the functional currency of Doğan Holding.

Foreign currency transactions and balances

Income and expenses arising in foreign currencies have been translated into TL at the exchange rates prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies have been translated into TL at the exchange rates prevailing at the balance sheet dates. Exchange gains or losses arising from the settlement and translation of foreign currency items have been included in the consolidated statement of profit or loss.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Foreign currency transactions (continued)**Foreign Group companies

The results of the Group undertakings using a measurement currency other than TL are first translated into Turkish lira by using the average exchange rate for the period. Assets and liabilities of such Group undertakings are translated into TL by using the closing rate at the balance sheet date. Differences arising on retranslation of the opening net assets of such Group undertakings and differences between the average and period-end rates are included in currency translation reserve as a separate item in the shareholders' equity and recognized under total comprehensive income.

A significant portion of the Group's foreign operations are performed in Russia, Europe and Slovenia ("Russia and Eastern Europe ("EE"). Foreign currencies and exchange rates at 31 December 2014 and 31 December 2013 are summarized below:

Country	Currency Unit	31 December 2014	31 December 2013
Eurozone	Euro	2,8207	2,9365
Russia	Ruble	0,0398	0,0652
Ukraine	Grivna	0,1474	0,2670
Romania	New Lei	0,6294	0,6549
Kazakhstan	Tenge	0,0128	0,0139
Belarus	Belarusian Ruble	0,0002	0,0002

Segment Reporting

Industrial segment which is an asset and operation group producing goods and services is exposed to different risks and rewards from other industrial segments. Group operations were monitored and reported as five main segments as of 31 December 2014; "Publishing", "Broadcasting" "Retail", "Energy" and "Other" by the management. Group management may change the structure of segment reporting, if they reach the conclusion that new structure may affect financial statement users' decisions and/or it will be useful during the review of financial statements. As the sales and the purchases of the Group are made and the assets of the Group are located mainly in Turkey, no geographic segmental information is considered necessary.

Operations were presented as three segments "media", "retail" and "other" in consolidated financial statements until 31 December 2013. After the Group's consideration, energy companies were decided to be presented as a separate segment, which was presented under "other" operations segment before. Accordingly, previous period financial informations in related note were revised in line with the principle of comparison. After this revision, segment reporting in publicly announced consolidated financial reports within 2014; presents under four segments as "Media", "Retail", "Energy" and "Other. As a result of merger of Doğan Yayın Holding A.Ş. ("Doğan Yayın Holding") with Dogan Holding by take over with all assets and liabilities as described in "Organization and Nature of Operations" (Note 1), segment reporting of Doğan Yayın Holding's consolidated financial reports until the period ended as of 30 June 2014, has been carried to the consolidated report of Doğan Holding being effective on 30 September 2014. Accordingly, "media" segment, in which operational results of Doğan Yayın Holding was presented, was replaced with "publishing" and "broadcasting" segments and also the results of "Other" segment of Doğan Yayın Holding's consolidated report, in which operations of distribution, factoring and investment was presented, was combined with "Other" segment of Doğan Holding.

In segment reporting, intra-segmental operations are recorded at segment level and inter-segmental operations are recorded as eliminations at consolidation level.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Summary of Significant Accounting Policies (continued)

Earning/(loss) per share

Earning/(loss) per share are determined by dividing net income/(loss) by the weighted average number of shares that have been outstanding during the period concerned (Note 32).

In Turkey, companies can increase their issued capital by making a pro-rata distribution of shares ("bonus shares") to existing shareholders from retained earnings. For the purpose of earnings per share computations, such bonus share issuances are regarded as issued shares for all of the periods presented in the financial statements. Therefore, the weighted average number of shares used in earnings per share computations are made with regards to the distribution of shares occurred in the prior years

Non-current assets held for sale and discontinued operations

Assets held for sale are operations that the Group disposes of or classified as available for sale and cash flows which can be treated as a part separately from the Group. Assets classified as held for sale by the Group and discontinued operations, are measured at the lower of the carrying amount of assets and liabilities related to discontinued operations and fair value less costs to sell (Note 30).

Discontinued operations are components of an entity that either have been disposed of or represent a major part of an entity separately from the Group's operations and cash flows. Operating results as of the Group has ceased its control over its disposal groups are presented separately under "discontinued operations" in the consolidated statement of profit or loss. Prior period consolidated statement of profit or loss is restated for comparative purposes and the results of discontinued operations are also classified under the "discontinued operations" account.

To the results of operations of discontinued operations, gain/loss and tax expense occurring from the sale is included. Gain/loss amount from the sale is calculated as the difference between the book value of net assets disposed and sales value.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received (Note 16). Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Subsequent events

In the case that events requiring a correction to be made occur subsequent, the Group makes the necessary corrections to the financial statements.

In the case that events not requiring a correction to be made occur subsequent, those events are disclosed in the notes of consolidated financial statements.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.2 Summary of Significant Accounting Policies (continued)****Statement of cash flows**

In the statement of cash flows, cash flows during the period are classified under operating, investing or financing activities.

The cash flows raised from operating activities indicate cash flows due to the Group's activities.

The cash flows due to investing activities indicate the Group cash flows that are used for and obtained from investments (investments in property, plant and equipment and financial investments).

The cash flows due to financing activities indicate the cash obtained from financial arrangements and used in their repayment.

Cash and cash equivalents include cash and bank deposits and the investments that are readily convertible into cash and highly liquid with three months or less to maturity.

2.3 Critical Accounting Estimates, Assumptions and Decisions**2.3.1. Critical accounting estimates and assumptions****a) Estimated impairment of goodwill**

In accordance with the accounting policy mentioned in Note 2.2, goodwill is annually tested for impairment by the Group. Recoverable amount of cash generating units is measured based on the value in use calculations.

The recoverable amounts of cash generating units, was determined through calculating the amount that will be generated from operating activities. In these calculations, the five-year period covering the financial budget based on the after-tax cash flow projections are based and EBITDA (budgeted interest, tax, depreciation and amortization, impairment charges and other non-operating expenses EBITDA) estimates in this computation plays an important role.

Subsequent five-year period, the ratio of EBITDA to estimated cash flows and discount rates are listed below.

	2014		2013	
	EBITDA margin (%) ⁽¹⁾	Discount margin (%) ⁽²⁾	EBITDA margin (%) ⁽¹⁾	Discount margin (%) ⁽²⁾
Broadcasting	27	13,4	27	13,4
Publishing				
Russia	35	15,7	40	12,6
Turkey	12	12,4	11	14,6

⁽¹⁾ Budgeted average EBITDA margin belonging to projection period

⁽²⁾ Weighted average cost of capital ratios.

Publishing:

Group management, has recorded goodwill impairment in the amount of TL 75.901 which ended on 31 December 2014 consolidated financial statements for indirect subsidiary TME. (Note 15, 28). Goodwill impairment has been mostly realized due to increase in the discount rate and the adverse events in the Russian economy in the current period that used in the Goodwill impairment test.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.3 Critical Accounting Estimates, Assumptions and Decisions (continued)

2.3.1. Critical accounting estimates and assumptions (continued)

a) Estimated impairment of goodwill (continued)

Publishing: (continued):

Considering the calculations made in the current period; the cash-generating unit in the cash flow projections applied to the after-tax discount rate, if the after tax discount rate 1% higher realized from management's estimate, the Group for goodwill 26.199 (31 December 2013: TL 25.962) a further impairment provision will be record and taxes and minority loss before income amount of TL 26.199 (31 December 2013: TL 25.962) would be required to increase the amount.

If the cash-generating unit in the cash flow projections applied to EBITDA ratio is lower than 5%, management's estimate, the Group for goodwill TL 27.465 further impairment provision will be recorded and taxes and minority interest loss before in the financial statements, amount TL 27.465 to increase the case would be (Note 15,28).

Broadcasting:

Group management has identified an impairment amounting to TL 7.851 for the company Süper Kanal in accordance with the accounting policy stated in note 2.2 and above. Related amount is resulted from the reduction of book value of cash-generating unit to recoverable amount and provision for impairment of the entire goodwill can be relatable to Super Kanal was booked.

b) Vat amount subject to discount within the scope of law no: 6111

As of November 2011, the Group management has considered the VAT principle amounting to TL 454.281 imposed as a consequence of share exchanges and transfers recognized in the statutory accounts of Doğan TV Holding, D Yapım, Doğan Prodüksiyon(the related subsidiary merged with D Yapım in 2013) and Alp Görsel (the related subsidiary merged with Doğan Tv Holding in 2014)and restructured within the scope of Law no: 6111 in the year 2011 as input VAT through issuance of "recourse VAT invoice" by each entity who transfers the shares to the respective entity, sequentially with the amount of corresponding VAT imposed. In this context, input VAT amounting to TL 145.328, TL 222.662 and TL 86.291 have been recognized in the statutory records of D Yapım, Doğan Prodüksiyon and Alp Görsel, respectively.

Based on the nature of the transaction and considering the precautionary principle, the Group management elects not to recognize the input VAT amounting to TL 454.281 as an asset in the consolidated financial statements as it will be used in future tax periods. Accordingly, where practicable, input VAT that can be offset against the recourse VAT in the related taxation periods can be recognized in the statement of income in the respective periods (Note 27). Deductible VAT amount is TL 438.739 (31 December 2013:TL 446.901) in statutory accounts as of 31 December 2014.

c) Probable liabilities related to the share sales agreement signed with Commerz-Film GmbH

Estimates and assumptions relating to the Group's given repurchase commitments to Axel Springers are described in detail in Note 17.

d) Useful lives of intangible assets

Useful lives of some trademarks are expected to be infinite by the Group management. Where useful lives of related intangible assets are infinite (in case of 20 years), amortization of such intangible assets' would increase by TL 9.716 (31 December 2013: TL 14.283) and profit before tax and non-controlling interests would decrease by TL 9.716 (31 December 2013: TL 14.283).

Amortization is recognized by the Group considering the useful lives of trademarks, customer lists and internet domain names with definite useful lives disclosed in Note 2.2.

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NOTE 2-BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)**2.3 Critical Accounting Estimates, Assumptions and Decisions (continued)****2.3.1. Critical accounting estimates and assumptions (continued)****d) Useful lives of intangible assets (continued)**

If useful lives of trademarks, customer lists and internet domain names differ 10% from the management's expectations, the effect over the financial statements would be as follows:

- if useful lives were 10% higher, amortization would decrease by TL 1.334 and profit before tax and non-controlling interests would increase by TL 1.334 (31 December 2013: TL 2.007); or
- if useful lives were 10% lower, amortization would increase by TL 1.631 and profit before tax and non-controlling interests would decrease by TL 1.631 (31 December 2013: TL 2.454).

2.3.2 Critical accounting judgments

Prepaid phone card (prepaid minutes) sales related with mobile telecommunication services and newspaper sales (excluding transactions with related parties and newspapers distributed through subscription system) are carried at gross value in the consolidated financial statements by the Group.

Management believes that the decision to record revenue gross versus net is a matter of professional judgment that is dependent upon the relevant facts and circumstances. The Group evaluated the following factors and indicators in coming to the conclusion.

- The Group has the option to determine the selling price, within the existing economic limitations,
- General inventory risk of goods mentioned above belongs to the Group. The Group purchases newspapers from suppliers and sells them to its dealers through its distribution network. The Group returns unsold newspapers from dealers to the original supplier. General inventory risk is about approximately a week for newspaper sales,
- The Group has the collection risk associated with the transaction.

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NOTE 3-BUSINESS COMBINATIONS**Current period business combinations**

The Group management signed "Share Purchase and Sale Agreement" and the "Partnership Agreement for the Company's Management and Administration" as of 14 August 2014 in order to acquire 90% of A.G.T. Tanıtım Kağıt Ürünleri Sanayi ve Ticaret Anonim Şirketi ("AGT Tanıtım") shares over its balance sheet dated 31 July 2014. In accordance with "Closing Protocol" signed on 16 September 2014, for A.G.T. Tanıtım, TL 3.000 paid as of 31 December 2014 and remaining balance will be paid in 3 equal installments being USD 365 each on 16 September 2015, 16 September 2016 and 16 September 2017. In the accompanying consolidated financial statements as of 31 December 2014, regarding this acquisition TL 2.830 of goodwill was reflected as a result of temporarily recognition.

Goodwill calculation is presented below;

Cash and cash equivalents	115
Current assets	3.219
Non-current assets	115
Current liabilities	(166)
Fair value of net assets	3.283
Percentage of acquired net assets	%90
Shares of non-controlling interests	328
Total acquisition cost	5.785
Goodwill (Note 15)	2.830
Total acquisition cost	5.785
Amount will be paid	(2.785)
Amount paid in cash	3.000
Less: Cash and cash equivalents of acquired subsidiaries	(115)
Cash outflow regarding acquisition	2.885

Prior period business combinations**Acquisition of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş.**

D&R, one of the subsidiaries of the Group, has completed acquisition and finished conveyancing of the shares representing the entire share capital of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş. ("EBİ") in 2013. The selling price of the shares representing the entire share capital of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş. specified by mutual "negotiated procedure" and buy and taken over by the Group's subsidiary D&R from Canan Çelebioğlu, Mehmet Budak, İdil Eser, Cahit Can Tokgöz and Mehmet Kaya (together the "Sellers") with the "Share Purchase and Sale Agreement" on 16 April 2013.

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NOTE 3-BUSINESS COMBINATIONS (Continued)**Prior period business combinations (Continued)****Acquisition of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş. (continued)**

The closure conditions determined by "Share Purchase and Sale Agreement" are performed by the closure date 10 May 2013 after paying TL 8.369 which is 75% of the revised conveyance/sale price, remaining 25% of sale and conveyance price was revised and finalized as TL 10.039 according to independently audited "Closing Date Finalized Financial Statements", and the rest of the selling price which is TL 1.670 was paid on 24 July 2013, so acquisition and conveyance operation was finalized. The difference amounting to TL 15.429 between net book value of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş. and purchase price as a result of temporarily recognition in line with TFRS 3 was recognized as positive goodwill in the consolidated financial statements as of 30 June 2013 (Note 15).

In accordance with TFRS 3, study of determining the fair value of identifiable assets and liabilities in order to recognize by using acquisition method, and accordingly the study of allocation of the acquisition cost study to tangible and intangible assets ("Purchase price allocation study") were concluded as of 31 December 2013 and, temporarily accounted goodwill of TL 13.967 recorded as internet domain name and TL 4.168 was recorded as customer relations. After the study of allocation of relevant purchase price cost, since there is no difference between fair value of acquired net assets and purchase price of EBI, positive or negative goodwill have not been recognized to the records. EBI was merged with D&R on 2 October 2013.

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NOTE 3-BUSINESS COMBINATIONS (Continued)***Prior period business combinations (Continued)******Acquisition of Elektronik Bilgi İletişim Hizmetleri Reklamcılık ve Ticaret A.Ş (continued)***

The acquired assets and liabilities of EBi as of 10 May 2013, the fair value adjustments which is context of the purchase price allocation study are as follows:

	EBİ			
	Net Book Value	IFRS Adjustments	Fair Value Adjustment	Fair Value
Current assets				
Cash and cash equivalents	505	-	-	505
Trade and other receivables	810	-	-	810
Inventories	3.362	-	-	3.362
Other current assets	623	-	-	623
Non-current assets				
Tangible assets	945	-	-	945
Intangible assets	1.821	-	-	1.821
Internet domain name (Idefix)	-	-	11.108	11.108
Internet domain name (Prefix)	-	-	2.859	2.859
Customer lists (Idefix)	-	-	3.597	3.597
Customer lists (Prefix)	-	-	571	571
Deferred tax assets	-	921	-	921
Short term liabilities				
Financial borrowings	(3.147)	-	-	(3.147)
Trade payables	(8.755)	-	-	(8.755)
Other short term liabilities	(1.123)	-	-	(1.123)
Long term liabilities				
Long-term financial borrowings	(283)	-	-	(283)
Other long term liabilities	(148)	-	-	(148)
Deferred tax liabilities	-	-	(3.627)	(3.627)
	(5.390)	921	14.508	10.039

	TL
Cash paid	10.039
Cash and cash equivalents of acquired company (-)	(505)
Net cash outflow	9.534
Transferred amount	10.039
Book value of net assets of acquired companies	10.039
Goodwill	-

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NOTE 3-BUSINESS COMBINATIONS (Continued)***Prior period business combinations (Continued)******Acquisition of Doğan İnternet Yayıncılığı ve Yatırım A.Ş.***

Within the period ended by 30 September 2013, the Group acquired Doğan İnternet Yayıncılığı ve Yatırım A.Ş., an entity under common control, in consideration of TL 10.928. The difference amounting to TL 7.640 between net asset value and the cash paid was recognized in related account under equity attributable to the parent company.

Acquisition of D-Tes shares

75% share acquisition process of D-Tes, which had been recognized as a joint venture as of 31 December 2012, has been concluded by 24 July 2013 with value TL 40 and TL 233 negative goodwill has been recorded as other operating income from investment activities.

NOTE 4 – INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD

Joint ventures of Doğan Holding, registered countries, nature of their businesses and business and geographic segments are summarized as follows:

Joint venture	Country	Nature of business	Entrepreneurial partner
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. ("Doğan Burda")	Turkey	Magazine publishing	Burda GmbH
Dergi Pazarlama Planlama ve Ticaret A.Ş. ("DPP")	Turkey	Planning	Burda GmbH
ASPM Holding B.V.	Netherland	Internet publishing	Autoscout24 GmbH
Doğan ve Egmont Yayıncılık ve Yapımcılık Ticaret A.Ş. ("Doğan Egmont")	Turkey	Magazine printing	Egmont
Ultra Kablolu Televizyon ve Telekomünikasyon Sanayi ve Ticaret A.Ş. ("Ultra Kablolu")	Turkey	Telecommunication	Koç Holding A.Ş.
Katalog Yayın ve Tanıtım Hizmetleri A.Ş. ("Katalog")	Turkey	Guide publishing	Seat Pagine Gialle SPA
Boyabat Elektrik Üretim ve Ticaret A.Ş. ("Boyabat Elektrik")	Turkey	Energy	Unit Investment N.V.
Aslancık Elektrik Üretim A.Ş. ("Aslancık Elektrik")	Turkey	Energy	Doğuş Holding A.Ş.
İsedaş İstanbul Elektrik Dağıtım Sanayi ve Ticaret A.Ş. ("İsedaş")	Turkey	Energy	Doğuş Holding A.Ş. ve Anadolu Endüstri Holding A.Ş.
Gas Plus Erbil Ltd. ("Gas Plus Erbil")	Jersey	Energy	Tekser İnşaat Sanayi ve Ticaret A.Ş. ve Çukurova Holding A.Ş.
DD Finansman A.Ş. ("DD Finansman") ⁽¹⁾	Turkey	Housing finance	Newage Alzarooni Limited
Nakkaştepe Gayrimenkul Yatırımları İnşaat Yönetim ve Ticaret A.Ş. ("Nakkaştepe Gayrimenkul")	Turkey	Real estate	Deutsche Bank AG
Kandilli Gayrimenkul Yatırımları Yönetim İnşaat ve Ticaret A.Ş.	Turkey	Real estate	Rönesans Gayrimenkul Yatırım A.Ş.
SP Pronto Kiev	Ukrainian	Newspaper and internet publishing	Rönesans Gayrimenkul Yatırım A.Ş.
TOV E-Prostir	Ukrainian	Internet publishing	Feba Ltd., Tov Astra Publishing International Holding B.V.
			Adrey I. Parkhomenko, Dimitrienko S. Nadia G. Malyarova

⁽¹⁾ Trade name of the related joint venture has been changed as "DD Finansman A.Ş." as of 8 July 2014.

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NOTE 4 – INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD (Continued)

The table below sets out the Joint Ventures, the proportion of voting power held by Doğan Holding, its subsidiaries and Doğan family and effective ownership interests at 31 December 2014 and 31 December 2013:

Subsidiaries	Proportion of voting power held by Doğan Holding and its subsidiaries (%)		Proportion of voting power held by Doğan family members (%)		Total proportion of voting power held (%)		Proportion of effective ownership interest (%)	
	31December 2014	31 December 2013	31 December 2014	31 December 2013	31December 2014	31 December 2013	31December 2014	31December 2013
Doğan Burda	44,89	44,89	0,27	0,27	45,16	45,16	44,89	35,92
DPP	46,00	46,00	10,00	10,00	56,00	56,00	46,00	36,81
SP Pronto Kiev	50,00	50,00	-	-	50,00	50,00	30,50	23,90
TOV E-Prostir	50,00	50,00	-	-	50,00	50,00	30,50	23,90
ASPM Holding B.V.	50,00	50,00	-	-	50,00	50,00	31,11	24,38
Doğan Egmont	50,00	50,00	-	-	50,00	50,00	50,00	40,01
Ultra Kablolu ⁽¹⁾	50,00	50,00	-	-	50,00	50,00	50,00	40,01
Katalog ⁽²⁾	50,00	50,00	-	-	50,00	50,00	50,00	40,01
Boyabat Elektrik	33,00	33,00	-	-	33,00	33,00	33,00	33,00
Aslancık Elektrik	33,33	33,33	-	-	33,33	33,33	33,33	33,33
Gas Plus Erbil	50,00	50,00	-	-	50,00	50,00	50,00	50,00
İsedaş ⁽³⁾	53,02	45,00	-	-	53,02	45,00	53,02	45,00
DD Finansman	47,00	47,00	4,00	4,00	51,00	51,00	47,00	47,00
Nakkaştepe Gayrimenkul	50,00	50,00	-	-	50,00	50,00	50,00	50,00
Kandilli Gayrimenkul	50,00	50,00	-	-	50,00	50,00	50,00	50,00

⁽¹⁾ The related joint venture has ceased its operations as of November 2006.

⁽²⁾ The related joint venture has ceased its operations as of September 2009.

⁽³⁾ Liquidation process of the related joint venture has been stopped as of 2 June 2014.

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NOTE 4 – INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD (Continued)

Profit and loss arising from the transactions between the Group's subsidiaries and its joint ventures is eliminated in accordance with the Group's share in its related subsidiary or its joint venture. The summary of Group's share of the financial statements of the investments accounted for under the equity method at 31 December 2014 is as follows:

31 December 2014	Total assets	Total liabilities	Net assets	Group's share on net assets	Net sales	Profit/(loss) for the period	Group's share on net profit/ (loss)
Boyabat Elektrik	2.216.440	2.210.740	5.700	1.881	249.772	(140.270)	(46.289)
Aslancık Elektrik	485.114	372.188	112.926	37.266	33.728	(20.983)	(6.924)
DD Konut Finansman	632.899	591.916	40.983	19.262	47.633	(4.830)	(2.270)
Gas Plus Erbil	276.170	7.619	268.551	134.276	729	(1.420)	(710)
Nakkaştepe Gayrimenkul	196.723	46.934	149.789	74.880	-	12.359	6.178
Kandilli Gayrimenkul	130.169	49.738	80.431	40.216	-	12.850	6.425
Doğan Burda	64.849	24.951	39.898	17.910	99.552	6.955	3.122
Other	52.597	16.762	35.835	17.817	51.709	(45)	113
Total	4.054.961	3.320.848	734.113	343.508	483.123	(135.384)	(40.355)

The summary of Group's share of the financial statements of the investments accounted for under the equity method at 31 December 2013 is as follows:

31 December 2013	Total assets	Total liabilities	Net assets	Group's share on net assets	Net sales	Profit/(loss) for the period	Group's share on net profit/ (loss)
Boyabat Elektrik	2.264.626	2.118.653	145.973	48.171	324.682	(343.158)	(113.242)
Aslancık Elektrik	454.824	347.087	107.737	35.553	-	(17.280)	(5.703)
DD Konut Finansman	517.793	471.557	46.236	21.731	42.609	2.336	1.098
Gas Plus Erbil	222.725	7.699	215.026	107.513	-	(122)	(61)
Nakkaştepe Gayrimenkul	168.828	40.898	127.930	63.952	-	11.380	5.689
Kandilli Gayrimenkul	115.535	63.975	51.560	25.780	-	(1.237)	(619)
Doğan Burda	62.972	27.566	35.406	15.894	100.694	2.416	1.085
Other	67.573	27.823	39.751	22.043	22.952	(34.969)	5.618
Total	3.874.876	3.105.257	769.619	340.637	490.937	(380.634)	(106.135)

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NOTE 4 – INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD (Continued)

Group's share on net assets of investments accounted for by the equity method as of 31 December 2014 and 31 December 2013 is as follow:

	Share (%)	31 December 2014	Share (%)	31 December 2013
Boyabat Elektrik	33%	1.881	33%	48.171
Aslancık Elektrik	33%	37.266	33%	35.553
DD Konut Finansman	47%	19.262	47%	21.731
Gas Plus Erbil	50%	134.276	50%	107.513
Nakkaştepe Gayrimenkul	50%	74.880	50%	63.952
Kandilli Gayrimenkul	50%	40.216	50%	25.780
Doğan Burda	45%	17.910	45%	15.894
Other		17.817		22.043
Total		343.508		340.637

Summary of financial liabilities of the investments accounted for by the equity method in the consolidated financial statements is as follows:

Financial Liabilities

	31 December 2014	31 December 2013
Boyabat Elektrik	1.992.637	1.997.084
Aslancık Elektrik	353.114	343.529
DD Finansman	581.130	313.154
Other	8.428	4.944
Total	2.935.309	2.658.711

Financial Liabilities**Boyabat Elektrik**

Group's joint venture Boyabat Elektrik's construction of 513MW installed capacity dam-type hydroelectric power plant project at the township Boyabat in the province Sinop is after obtaining the necessary regulatory approvals became operational in 5 December 2012. Boyabat Elektrik's investment has been financed with the combination of debt and equity. According to preliminary protocol signed on 25 July 2008 and 31 August 2009 and credit contract signed on 15 January 2010, USD 750.000 credit was provided to Boyabat Elektrik by Turkish commerce banks' consortium. Bank loan was fully paid by Boyabat, as of 28 June 2013 and an early closure fee amounting to TL 26.759 was paid. Boyabat Elektrik obtained bank loan amounting to USD 540.000 and EUR 276.392 with interest rates of 3 months Libor+ 4% as of 28 June 2013 and by the balance sheet date entire amount of USD 540.000 and EUR 276.392 bank loans had been used. Boyabat Elektrik used a loan of USD 7.500 with an interest rate of 4.26% on 31 December 2013 and USD 30.000 with an interest rate ranging from 4% and 4.26% in 2014. Boyabat Elektrik paid back USD 39.512 of the loan USD 540.000 and EUR 20.223 of loan EUR 276.392 and USD 10.000 of total loan as USD 30.000 used within 2014. As of 31 December 2014, remaining liability for the loans is TL 1.992.637.

Under the loan agreement signed, entire shares of Boyabat Elektrik were pledged on behalf of lender banks.

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NOTE 4 – INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD (Continued)***Financial Liabilities (Continued)*****Aslancık Elektrik**

Group's joint venture Aslancık Elektrik's construction of 120 MWm/93 MWe installed capacity hydro energy production facility in Giresun, Doğankent began in 2010 Based on the loan agreement signed on 24 January 2011, in total USD 160.000 of loan was provided to Aslancık Elektrik. In this context, Aslancık Elektrik used USD 160.000 amounted bank loan until 31 December 2013, and in accordance with re-payment schedule, payments reaching to maturity are made.As of 31 December 2014 amount of remaining credit is TL 353.114.

Under the loan agreement signed, entire shares of Boyabat Elektrik were pledged on behalf of lender banks. In the scope of the loan agreement signed on 24 January 2011, entire shares of Aslancık Elektrik were pledged on the behalf of financial institutions regarding share pledge agreement signed on the same date and additional share pledge agreements signed on various dates.

Fixed Assets

	31 December 2014	31 December 2013
Boyabat Elektrik	1.942.696	1.944.489
Aslancık Elektrik	410.192	391.689
DD Finansman	1.057	1.486
Other	3.231	1.835
Total	2.357.176	2.339.499

Total amount related to the effective rate of the Group's share of depreciation and amortization of investments accounted for by the equity method is TL 25.189 (31 December 2013: TL 17.244).

NOTE 5-SEGMENT REPORTING**a) External revenue**

	1 January- 31 December 2014	1 January- 31 December 2013
Publishing	1.218.286	1.310.752
Broadcasting	1.177.180	1.121.180
Retail	512.090	407.102
Energy	272.331	156.711
Other	363.376	305.582
	3.543.263	3.301.327

b) Profit/(loss) before income taxes

	1 January- 31 December 2014	1 January- 31 December 2013
Publishing	(145.883)	(26.301)
Broadcasting	(209.380)	(137.062)
Retail	14.905	12.286
Energy	(65.547)	(208.042)
Other	136.276	309.145
	(269.629)	(49.618)

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NOTE 5-SEGMENT REPORTING (Continued)

c) Segmental analysis for the period ended 31 December 2014;

	Publishing	Broadcasting	Retail	Energy	Other	Inter segment elimination	Total
External revenue	1.218.286	1.177.180	512.090	272.331	363.376	-	3.543.263
Inter segment revenue	51.468	21.517	2.601	23.591	44.839	-	144.016
Total revenue	1.269.754	1.198.697	514.691	295.922	408.215	-	3.687.279
Revenue	1.269.754	1.198.697	514.691	295.922	408.215	(144.016)	3.543.263
Cost of sales	(905.607)	(1.051.485)	(317.737)	(246.076)	(283.736)	45.032	(2.759.609)
Gross profit	364.147	147.212	196.954	49.846	124.479	(98.984)	783.654
General administrative expenses	(180.954)	(101.011)	(14.989)	(5.506)	(117.486)	80.706	(339.240)
Marketing selling and distribution expenses	(172.844)	(145.595)	(171.084)	(24.945)	(15.635)	17.041	(513.062)
Share of gain/(loss) on investments accounted for by using equity method	2.967	-	-	(53.119)	9.797	-	(40.355)
Other income/(expenses) from operations, net	84.061	(24.381)	2.941	764	89.250	(4.272)	148.363
Income/(Expense) from investing activities	(97.423)	(4.991)	-	(6.254)	141.698	-	33.030
Financial income/(expenses)	(145.837)	(80.614)	1.083	(26.333)	(95.827)	5.509	(342.019)
Profit/(Loss) before taxes	(145.883)	(209.380)	14.905	(65.547)	136.276	-	(269.629)

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NOTE 5-SEGMENT REPORTING (Continued)**c) Segmental analysis for the period ended 31 December 2013;**

	Publishing	Broadcasting	Retail	Energy	Other	Inter segment elimination	Total
External revenue	1.310.752	1.121.180	407.102	156.711	305.582	-	3.301.327
Inter segment revenue	58.448	30.440	2.865	16.717	39.630	-	148.100
Total revenue	1.369.200	1.151.620	409.967	173.428	345.212	-	3.449.427
Revenue	1.369.200	1.151.620	409.967	173.428	345.212	(148.100)	3.301.327
Cost of sales	(971.027)	(890.890)	(253.202)	(141.559)	(262.770)	65.259	(2,454.189)
Gross profit	398.173	260.730	156.765	31.869	82.442	(82.841)	847.138
General administrative expenses	(194.266)	(116.512)	(13.307)	(5.297)	(106.600)	64.086	(371.896)
Marketing selling and distribution expenses	(194.977)	(141.197)	(133.986)	(462)	(10.979)	20.481	(461.120)
Share of gain/(loss) on investments accounted for by using equity method	2.419	(226)	-	(119.121)	10.793	-	(106.135)
Other income/(expenses) from operations, net	80.249	(10.820)	4.632	2.772	363.044	(47.357)	392.520
Income/(Expense) from investing activities	708	48.722	185	(20.137)	69.924	5.464	104.866
Financial income/(expenses)	(118.607)	(177.759)	(2.003)	(97.666)	(99.479)	40.523	(454.991)
Profit/(Loss) before taxes	(26.301)	(137.062)	12.286	(208.042)	309.145	356	(49.618)

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NOTE 5-SEGMENT REPORTING (Continued)**d) Segment assets**

	31 December 2014	31 December 2013
Total assets		
Publishing	1.176.767	1.758.992
Broadcasting	1.347.983	1.276.501
Retail	259.011	216.062
Energy	572.596	546.266
Other	7.306.634	5.662.291
	10.662.991	9.460.112
Less: segment elimination ⁽¹⁾	(3.785.656)	(1.872.139)
Total assets per consolidated financial statements	6.877.335	7.587.973
Shareholder's equity		
Publishing and broadcasting	1.003.699	1.492.720
Retail	66.246	60.213
Energy	539.463	727.092
Other	6.837.096	5.181.617
Total	8.446.504	7.461.642
Less: segment elimination ⁽²⁾	(5.691.285)	(3.461.207)
Total shareholders' equity per consolidated financial statements	2.909.850	4.000.435
Non-controlling interests	(154.631)	(750.248)
Total shareholder's equity	2.755.219	3.250.187

⁽¹⁾ Segment elimination amount consists of the elimination of the shares of publishing, broadcasting, retail and energy companies and reciprocal debit and credit balances between publishing, broadcasting, retail, energy and other segment.

⁽²⁾ Segment elimination amount represents reciprocal elimination of adjusted capital amount within all segment's total equity and subsidiary amount.

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NOTE 5-SEGMENT REPORTING (Continued)**e) Capital expenditures for property, plant and equipment, intangible assets and investment properties with depreciation and amortization charge**

	1 January- 31 December 2014	1 January- 31 December 2013
Purchases		
Publishing	53.496	31.560
Broadcasting	188.347	204.925
Retail	8.872	29.001
Energy	3.049	3.709
Other	30.169	38.671
Total	283.933	307.866
Amortization and depreciation		
Publishing	75.541	82.954
Broadcasting	164.414	122.714
Retail	7.930	7.289
Energy	24.225	23.065
Other	23.434	22.378
Total	295.544	258.400

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NOTE 6 – CASH AND CASH EQUIVALENTS

The details of cash and cash equivalents at 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Cash	1.886	2.318
Banks		
-demand deposits	187.812	221.924
-time deposits	1.759.236	1.772.662
Other current assets	217.976	219.457
	2.166.910	2.216.361

As of 31 December 2014 the effective interest rates of USD, EUR and TL denominated time deposits are between 0.15% and 3.00% (31 December 2013: 0.35%-6.00%), 0.05% and 10.00% (31 December 2013: %0,2-%6,75) and 5,00% and 11,50% (31 December 2013: %5,98-%10,16), respectively and its maturity is shorter than 3 months.

As of 31 December 2014, other current assets consist of credit card slip receivables amounting to TL 75.757 (31 December 2013:72.152) and blocked deposits, mainly belonging to Doğan Holding due to bank borrowings of the Group's subsidiaries, and having terms shorter than 3 months, amounting to TL 142.219 (31 December 2013: TL 147.305).

Cash and cash equivalents disclosed in the consolidated statements of cash flows for the periods ended 31 December 2014, 31 December 2013, and 31 December 2012 are as follows.

	31 December 2014	31 December 2013	31 December 2012
Cash and cash equivalents	2.166.910	2.216.361	2.160.698
Accrued interest (-)	(3.606)	(7.354)	(29.833)
Cash and cash equivalents	2.163.304	2.209.007	2.130.865

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NOTE 7-FINANCIAL INVESTMENTS**a) Short-term financial investments**

Group's available for sale financial assets (Note 2.1.3.e.) classified as short term financial investments as follows:

	31 December 2014	31 December 2013
Private sector bonds and bills	88.773	136.465
	88.773	136.465

Private sector bonds and bills dominated in TL and USD and weighted average interest rates are 12,08%, 6,29% (31 December 2013: TL 9,58%, USD 6,46%, EUR 5 64%).

b) Long-term financial investments

Group's available for sale financial assets (Note 2.1.3.e.) classified as long term financial investments as follows:

	31 December 2014		31 December 2013	
	TL	%	TL	%
Lexin Nassau L.P. ⁽¹⁾	24.001	22,15	-	-
Aks Televizyon Reklamcılık ve Filmcilik Sanayi ve Ticaret A.Ş. ("Aks TV")	2.923	9	2.923	9
POAŞ ⁽²⁾	984	<1	803	<1
Anten Teknik Hizmetler ve Verici Tesis İşletme A.Ş.	1.067	<1	800	<1
Other ⁽³⁾	3.814	<1	1.440	<1
Less: provision for impairment ⁽⁴⁾	(2.923)		(2.923)	
	29.866		3.043	

⁽¹⁾ The entity is the subsidiary of M Investment which has been established by the Group's subsidiary Milta on 14 April 2014 for real estate investments in America.

⁽²⁾ After the removal of restriction on shares, "Restricted shares" which correspond to 0,03% of POAŞ's capital (calculated as 192.500 (exact) shares as of the current situation) are decided to be transferred to OMV Enerji Holding A.Ş. in a total cash consideration of EUR 600.000. Since the related share transfer has not been realized as of 31 December 2014, 192.500 shares that Group shares are recognized at fair value, which is calculated by using the market price of shares.

⁽³⁾ The entities established for sales and marketing of the products, produced by the Group's subsidiary Ditaş, in America and Asia-Pacific countries; Ditaş America, Ditaş Trading and D-Story Ltd established within 2014 have not been consolidated by full consolidation method since they have not started to operate as of 31 December 2014 and financial investments amounting to TL 641 classified in "other".

⁽⁴⁾ As of 31 December 2014 long term financial investment except POAŞ are carried at the cost value. There is TL 2.923 impairment on Aks TV (31 December 2013: 2.923 TL).

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NOTE 8 – SHORT AND LONG TERM FINANCIAL BORROWINGS**a) Financial borrowing**

The details of financial borrowings at 31 December 2014 and 31 December 2013 are as follows:

Short-term financial borrowings:	31 December 2014	31 December 2013
Short term bank borrowings	445.983	595.843
Interest bearing payables to suppliers	2.140	6.436
Factoring borrowing	6.015	-
Finance lease borrowings	9.553	10.251
Total	463.691	612.530
Short-term portion of long-term financial borrowings:	31 December 2014	31 December 2013
Short-term portion of long-term bank borrowings	530.857	426.418
Total	530.857	426.418
Long-term financial borrowings:	31 December 2014	31 December 2013
Long term bank borrowings	1.106.957	1.046.356
Interest bearing payables to suppliers	-	4.693
Finance lease borrowings	1.680	8.390
Total	1.108.637	1.059.439

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NOTE 8-SHORT AND LONG TERM FINANCIAL BORROWINGS (Continued)

Details of the bank borrowings as of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014			31 December 2013		
	Interest rate per annum (%)	Original foreign currency	TL	Interest rate per annum (%)	Original foreign currency	TL
Short-term bank borrowings:						
TL denominated bank borrowings	0-11,5	351.148	351.148	0-10,30	131.454	131.454
USD denominated bank borrowings	2,63-4,65	3.638	8.436	3,25-5,45	160.724	343.033
EUR denominated bank borrowings	2,8-4,8	30.630	86.399	3,50 – 5,08	41.327	121.356
Sub-total			445.983			595.843
Short-term portion of long-term bank borrowings:						
TL denominated bank borrowings	3-10,8	36.202	36.202	11,20	2.890	2.890
USD denominated bank borrowings	1-6,25	181.920	421.854	3-6,45	186.575	398.207
EUR denominated bank borrowings	3,53-5,71	25.809	72.801	3,25-5,71	8.623	25.321
Sub-total			530.857			426.418
Total short-term bank borrowings						
			976.840			1.022.261
Long-term bank borrowings:						
TL denominated bank borrowings	3-13,75	415.338	415.338	9,75-11,20	104.124	194.124
USD denominated bank borrowings	1 – 6,25	107.362	248.962	3,25-6,25	242.138	516.795
EUR denominated bank borrowings	3,25-5,71	156.932	442.657	3,25-5,71	144.879	426.437
Total long-term bank borrowings			1.106.957			1.046.356

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NOTE 8-SHORT AND LONG TERM FINANCIAL BORROWINGS (Continued)

The redemption schedule of long-term bank borrowings as of 31 December 2014 and 31 December 2013 is as follows:

	31 December 2014	31 December 2013
2015	-	339.101
2016	780.432	500.022
2017	143.738	207.233
2018 and after	182.787	-
	1.106.957	1.046.356

The floating rate bank borrowings of the Group denominated in USD have interest rates fluctuating between Libor + 0.85% and Libor + 5% and floating rate bank borrowings denominated in EUR have interest rates fluctuating between Euribor + 0,5% and Euribor + 5% (31 December 2013: Libor +0.85 and Libor+ 5.00%).

Carrying value of the financial liabilities is considered to approximate their fair value since discount effect is not material. Group borrows loans on fixed and floating interest rates.

Commitments and financial terms about borrowings***Publishing***

Deposit amounting to USD 35.000 of Doğan Holding has been blocked as collateral in accordance with the loan agreement amounting to USD 35.000 of its indirect subsidiary TME. (Note 19).

Energy***Galata Wind***

Subsidiary of the Group in respect of the loans used by Galata Wind has certain financial covenants that must be met are available. Defined in the credit agreement "Debt Service Coverage Ratio" (DSCR) should be minimum 1,05. Borrowers and guarantors, committed DSCR to be at this level until the debt has been paid back completely. The minimum rate of DSCR, determined by loan agreement remained below two times in a row and then deemed in a default state when not decrease to the minimum level of DSCR through a capital increase. DSCR calculations are reviewed as June and December once in every six months by covering previous year.

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NOTE 8-SHORT AND LONG TERM FINANCIAL BORROWINGS (Continued)**Finance lease liabilities:**

The Group acquired property, plant and equipment through finance leases. As of 31 December 2014, total lease payment commitments of the Group relating to such short and long term lease agreements amount to TL 11.233 (31 December 2013: 18.641 TL).

The redemption schedules of long-term leasing payables at 31 December 2014 and 31 December 2013 are summarized below.

	31 December 2014	31 December 2013
2015 and after	1.680	8.390
Total	1.680	8.390

Allocation of borrowings with fixed and floating interest rates of the Group excluding financial liabilities to be paid to the suppliers as of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Loans with fixed interest rates (Note34)	1.508.053	988.748
Loans with floating interest rates (Note34)	592.992	1.098.510
Total	2.101.045	2.087.258

Interest bearing payables to suppliers

Interest bearing payables to suppliers are related to the machinery and equipment purchases of Hürriyet and, a subsidiary of Doğan Holding. Interest rates of these short and long-term payables in EUR 0,68% (31 December 2013: EUR%1,60).

The maturity analysis of long-term interest bearing payables to suppliers at 31 December 2014 and 31 December 2013 as follows.

	31 December 2014	31 December 2013
2015 and after	-	4.693
Total	-	4.693

As of 31 December 2014, the Group's short-term financial liabilities to suppliers issued at variable interest rates are amounting to TL 2.140 (31 December 2013: TL 6.436), long-term financial liabilities at variable interest is not available (31 December 2013: TL 2.226). As of 31 December 2014 long-term financial liabilities to suppliers at fixed rate is not available (31 December 2013: TL 2.467) (Note 34).

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NOTE 8-SHORT AND LONG TERM FINANCIAL BORROWINGS (Continued)**Interest bearing payables to suppliers (continued)**

The exposure of the Group's financial liabilities to suppliers to the risk of interest rate changes and the contractual repricing dates are as follows:

	31 December 2014	31 December 2013
6 months and less	2.140	8.662
Between 1-5 year	-	2.467
Total	2.140	11.129

The fair values of short-term and long-term financial borrowings to suppliers are considered to approximate their carrying values as the effect of discount is not material.

b) Other financial liabilities

As of 31 December 2014 and 31 December 2013 details of other financial liabilities are presented below.

Other short term financial liabilities:	31 December 2014	31 December 2013
Financial liabilities due to call and put options (Note34) ⁽¹⁾	178.490	199.365
	178.490	199.365
Other long term financial liabilities:	31 December 2014	31 December 2013
Financial liabilities due to call and put options (Note34) ⁽¹⁾	602.629	183.182
	602.629	183.182

⁽¹⁾ As of 31 December 2014 discounted total liability regarding DTVH Option Purchase agreement is TL 781.119. (31 December 2013: TL 382.547). Total amount is presented separately as the following: TL 178.490 of stated amount (31 December 2013: TL 199.365) in "short-term other financial liabilities", TL 602.629 in "long-term other financial liabilities". (31 December 2013: TL 183.182) "Share Purchase Agreement" and "Shareholders Agreement" related to liability were amended at 2 October 2014 (Note17).

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NOTE 9-TRADE RECEIVABLES AND PAYABLES

Short-term trade receivables	31 December 2014	31 December 2013
Trade receivables	1.127.327	987.793
Notes and cheques receivable	23.000	33.323
Income accruals	4.790	5.981
Total	1.155.117	1.027.097
Less: unearned financial income due to sales with maturity	(6.265)	(6.595)
Less: provision for doubtful receivables (-)	(268.953)	(232.160)
Total	879.899	788.342

In the publishing segment of the Group, the average maturity of not overdue trade receivables and that are followed by Doğan Faktoring is between 70 to 102 days as of the balance sheet date (31 December 2013: 67-101 days). In the broadcasting segment of the Group, the average maturity of not overdue trade receivables is 108 days as of the balance sheet date (31 December 2013: 101 days). In the media segment of the Group, the average maturity of not overdue trade receivables is 45 days as of the balance sheet date (31 December 2013: 45 days). In the other segment of the Group, the average maturity of not overdue trade receivables is between 30 and 108 days as of the balance sheet date (31 December 2013: 30-90 days). Average discount rate calculated as annual compound of trade receivables is 12,01% (31 December 2013: 12,01%).

Long-term trade receivables	31 December 2014	31 December 2013
Notes and cheques receivable ⁽¹⁾	3.697	3.507
Unearned financial income due to sales with maturity	(786)	(783)
	2.911	2.724

⁽¹⁾ Notes receivables consist of sales with maturity of Milpa's Automall, Veneris and Milpark Projects, a subsidiary of the group in 2012, 2013 and 2014.

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NOTE 9-TRADE RECEIVABLES AND PAYABLES (Continued)

The movements of long term and short term provisions for doubtful receivables for the current period is as follows:

	2014	2013
1 January	(232.160)	(201.844)
Provision booked in the current period (Note 27)	(52.819)	(35.421)
Disposal of subsidiary	5.509	4.415
Acquisition of subsidiary	-	(2.776)
Collections and cancelled provisions	9.316	17.760
Currency translation differences	(213)	1.272
Merger effect	-	(15.566)
Reversal of uncollectable receivables	1.414	-
31 December	(268.953)	(232.160)

Guarantees for trade receivables

As of 31 December 2014, trade receivables of amounting to TL 227.226 (31 December 2013: TL 181.702), were past due but not impaired. The Group does not foresee any collection risk for these overdue receivables due to sector dynamics and circumstances as of reporting date.

As of 31 December 2014, the Group has letters of guarantee, guarantee notes, guarantee cheques, bails, receivable insurance, pledges and mortgages amounting to TL 84.530 (31 December 2013: TL 74.221) related to trade receivables amounting to TL 882.810 (31 December 2013: TL 791.066).

The guarantees received for the total trade receivables of the Group consist of bank guarantee letter amounting to TL 6.151 (31 December 2013: TL 5.233), bails and mortgages amounting to TL 37.893 (31 December 2013: TL 36.783), checks and notes amounting to TL 10.962 (31 December 2013: TL 9.624), receivable insurance amounting to TL 29.444 (31 December 2013: TL 22.581), vehicle pledge amounting to TL 80. In these guarantees, bank guarantee letter amounting to TL 1.222, bails and mortgages amounting to TL 19.068, cheques and notes amounting to TL 6.993, receivable insurance amounting to TL 8.868 and vehicle pledge amounting to TL 80 was received for overdue but not impaired receivables. (31 December 2013: bank guarantee letter amounting to TL 1.344, bails and mortgages amounting to TL 19.552, cheques and notes amounting to TL 7.487, receivable insurance amounting to TL 4.356 was received overdue but not impaired receivables. (Note 34).

Short-term trade payables

	31 December 2014	31 December 2013
Trade payables	553.552	435.289
Provision for liabilities and expenses	31.198	57.828
Provision for broadcasted programmes	2.891	2.237
Notes payables and cheques	9.480	3.965
Other payables	1.007	51
Less: deferred financial expense due to purchase with maturity	(1.601)	(1.218)
Total	596.527	498.152

The average maturity of not over due trade payables is between 30 and 90 days as of 31 December 2014 (31 December 2013: 30-90 days).

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NOTE 10 – OTHER RECEIVABLES AND PAYABLES

	31 December 2014	31 December 2013
Other short-term receivables		
Notes receivables ^{(1) (2)}	11.259	105.020
Deposits and guarantees given	3.182	3.498
Other miscellaneous receivables	5.882	1.206
	20.323	109.724
Other long-term receivables		
Notes receivable ^{(3) (4)}	12.093	11.456
TEIAS power transmission line receivables ⁽⁵⁾	7.948	8.000
Deposits and guarantees given	2.175	3.226
Other miscellaneous receivables	-	5
	22.216	22.687

⁽¹⁾ TL 11.210 (31 December 2013: TL 31.443) of short-term notes receivables and (31 December 2013: TL 10.243 long term notes receivables) of long-term notes receivables are composed from the sales of shares of Bağımsız Gazeteciler and all Milliyet brand, royalties and internet domain names to DK Gazetecilik ve Yayıncılık A.Ş. at 2 May 2011. Notes receivables are shown at discounted amounts. The discount amount as of 31 December 2014 is TL 49 (31 December 2013: TL 883).

⁽²⁾ Hürriyet, a subsidiary of the Group, sold the properties that consist of 58.609,45 m2 land and buildings, including the building that has been used as company headquarters for 28 years (Hürriyet Media Towers) in Bağcılar, İstanbul in 2012 to Nuroi Gayrimenkul Yatırım Ortaklığı in consideration of USD 127.500 (TL 225.994), excluding late interest. USD 17.500 of the consideration was paid in cash and the remaining portion which amounts to USD 110.000 is payable in 32 equal installments as of 6 March 2012 by applying 3,5% interest rate for the remaining installment portions. As of 31 December 2013, USD 34.375 (TL 73.367) of the related consideration is recognized as short-term notes receivables and cheques. Interest amount that is collectible in relation to principal amount is USD 6.396 in total, and USD 2.014 (TL 3.570) of the related amount, excluding VAT, was collected in 2013, and remaining balance has been collected in 2014 and recognized under other income from operating activities in accompanying consolidated financial statements. Interest accrual for the period 31 December 2013, calculated by effective interest rate is USD 99, and recognized under short-term receivable notes and cheques and income from investing activities in the accompanying consolidated financial statements.

⁽³⁾ Long-term notes receivable amounting to TL 1.051 (31 December 2013: TL 1.213) consist of the notes receivables of other subsidiaries.

⁽⁴⁾ "Superficies Right" of Milta Turizm, a subsidiary of the Group, registered on 23 December 2013 to the deed, for 49 years beginning from 11 April 1985 on 92.476m2 sized surface in Göynük village of Kemer, Antalya has been sold to Ceylan İşletme İnşaat Turizm Yatırım Nakliyat Gıda İçecek Sanayi ve Ticaret A.Ş. for EUR 20.000 on 18 February 2014 by negotiation. EUR 15.000 will be paid upfront and the remaining EUR 5.000 will be collected in four equal installments (EUR 1.250) beginning from 31 August 2015 until 31 August 2018. As of 31 December 2014, related notes were accounted with discount of TL 11.042 under long term other receivables.

⁽⁵⁾ A The amount consists of the receivables of Akdeniz Elektrik and Galata Wind from the power transmission line of TEİAŞ.

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NOTE 10 – OTHER RECEIVABLES AND PAYABLES (Continued)

	31 December 2014	31 December 2013
Other Short Term Payables		
Taxes and funds payable	41.338	51.083
Deposits and guarantees received	834	482
Other short term payables	7.925	2.347
	50.097	53.912
	31 December 2014	31 December 2013
Other Long Term Payables		
Deposits and guarantees received	20.044	13.658
Other long term payables	237	652
	20.281	14.310

NOTE 11 - INVENTORIES

	31 December 2014	31 December 2013
Short term inventory		
Finished goods and merchandise ⁽¹⁾	167.203	173.772
Raw materials and supplies	75.135	84.856
Semi-finished goods	12.473	9.822
Promotion stocks	4.807	5.037
Other inventories	866	8.386
	260.484	281.873
Provision for impairment of inventory	(12.597)	(8.056)
	247.887	273.817

⁽¹⁾ As of 31 December 2014 TL 17.665 (31 December 2013: TL 26.701) of finished goods consists of the real estate inventories held by the subsidiary Milpa.

As of 31 December 2014, TL 82 (31 December 2013: TL 206) depreciation and amortization expense have been reflected to the inventories.

Promotional materials consist of books, CDs, DVD and electronic educational products that were provided with the newspapers. Determining whether the promotion stocks is impaired or not and, if impaired, assessment of the amount is carried out by Group management. In this context, impairment amount is determined by considering the purchase date, current condition of stocks and rates identified by Group management.

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NOTE 11-INVENTORIES (Continued)

The movement of the provision for impairment of inventories for the years ended 31 December 2014 and 2013 are as follows:

	2014	2013
1 January	(8.056)	(7.547)
Provision booked in the current period (Note27)	(4.946)	(1.917)
Reversal of provision for inventories	405	1.408
31 December	(12.597)	(8.056)

NOTE 12-BIOLOGICAL ASSETS

Biological assets of Doğan Organik, a Group's subsidiary, amounted to TL 24 as of 31 December 2014 (31 December 2013: TL 219).

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NOTE 13-INVESTMENT PROPERTY

The movement of investment property during the periods ended 31 December 2014 and 31 December 2013 are as follows.

	1 January 2014	Additions	Disposals	Transfers	Fair Value adjustment	Impairment adjustment	Currency translation differences	31 December 2014
Land	170.683	-	(8.607)	-	28.367	(4.245)	1.728	187.926
Building	55.481	34.603	(37.003)	510	3.404	(1.443)	-	55.552
Net book value	226.164							243.478

	1 January 2013	Additions	Disposals	Transfers	Fair Value adjustment	Currency translation differences	31 December 2013
Land	146.113	851	-	-	13.931	9.788	170.683
Buildings	83.263	19.315	(25.546)	(60.115)	38.564	-	55.481
Net book value	229.376						226.164

The group has generated a rent income of TL 1.172 from investment properties (31 December 2013: TL 5.986). Direct operating costs in the current period resulting from investment properties is TL 196 (31 December 2013: TL 1.270). There is no collateral or mortgage on investment properties of the Group.

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NOTE 14-PROPERTY, PLANT AND EQUIPMENT

Movement of the property, plant and equipment for the periods ended 31 December 2014 and 2013 are as follows:

	1 January 2014	Additions	Disposals	Transfers	Disposal of subsidiary	Acquisition of subsidiary	Currency Translation differences	31 December 2014
Cost:								
Land and land improvements	114.745	324	(8.269)	12	-	-	(597)	106.215
Buildings	139.353	2.573	(3.400)	-	-	-	(6.453)	132.073
Machine and equipments	1.174.622	9.985	(7.152)	6.680	(74.764)	-	23.006	1.132.377
Motor vehicles	112.944	17.455	(13.664)	-	(84)	-	(4.849)	111.802
Furniture and fixtures	428.281	64.304	(23.476)	5.243	(1.039)	-	9.525	482.838
Leasehold tangible assets improvements	136.920	4.699	(4.724)	822	(299)	-	214	137.632
Other non-current assets	9.546	-	-	-	-	-	-	9.546
Construction in progress	9.135	13.726	(2.093)	(12.757)	(2)	-	2.209	10.218
	2.125.546	113.066	(62.778)	-	(76.188)	-	23.055	2.122.701
Accumulated depreciation:								
Land and land improvements	5.467	520	-	-	-	-	-	5.987
Buildings	79.568	5.100	(1.409)	-	-	-	(5.748)	77.511
Machine and equipments	777.905	64.098	(4.283)	-	(60.336)	-	14.657	792.041
Motor vehicles	58.029	10.242	(4.113)	-	(84)	-	(1.626)	62.448
Furniture and fixtures	221.732	53.930	(12.493)	-	(942)	-	11.463	273.690
Leasehold tangible assets improvements	80.729	10.750	(1.186)	-	(281)	-	(254)	89.758
Other non-current assets	832	-	-	-	-	-	-	832
	1.224.262	144.640	(23.484)	-	(61.643)	-	18.492	1.302.267
Net book value	901.284							820.434

There is a mortgage of TL 18.335 on property, plant and equipment as of 31 December 2014. (31 December 2013: TL 19.087). Net book value of property, plant and equipment acquired by leasing is TL 9.872 as of 31 December 2014. (31 December 2013: TL 11.181).

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NOTE 14-PROPERTY, PLANT AND EQUIPMENT (Continued)

	1 January 2013	Additions	Disposals	Transfers	Classified as assets held for sale ⁽¹⁾	Acquisition of subsidiary	Disposal of subsidiary ⁽²⁾	Currency Translation differences	31 December 2013
Cost:									
Land and land improvements	115.756	275	(39)	281	(4.998)	-	-	3.470	114.745
Buildings	137.542	108	(170)	(459)	(280)	-	-	2.612	139.353
Machine and equipments	1.108.171	20.338	(7.955)	41.205	-	330	-	12.533	1.174.622
Motor vehicles	104.479	15.937	(8.233)	-	-	-	-	761	112.944
Furniture and fixtures	370.937	80.288	(24.542)	850	(3.225)	3.879	(172)	266	428.281
Leasehold tangible assets improvements	125.724	10.542	(193)	480	(411)	285	-	493	136.920
Other non-current assets	9.548	-	(2)	-	-	-	-	-	9.546
Construction in progress	43.954	28.157	(19.142)	(42.357)	(1.220)	547	-	(804)	9.135
	2.016.111	155.645	(60.276)	-	(10.134)	5.041	(172)	19.331	2.125.546
Accumulated depreciation:									
Land and land improvements	5.094	389	(16)	-	-	-	-	-	5.467
Buildings	71.813	5.321	(1)	-	(82)	-	-	2.517	79.568
Machine and equipments	704.224	67.709	(5.746)	-	-	179	-	11.539	777.905
Motor vehicles	51.666	10.194	(3.842)	-	-	-	-	11	58.029
Furniture and fixtures	185.004	46.519	(10.297)	-	(2.828)	2.663	(156)	827	221.732
Leasehold tangible assets improvements	70.677	9.799	(70)	-	(97)	-	-	420	80.729
Other non-current assets	721	111	-	-	-	-	-	-	832
	1.089.199	140.042	(19.972)	-	(3.007)	2.842	(156)	15.314	1.224.262
Net book value	926.912								901.284

⁽¹⁾ Group has agreed to sell its land with the size of 17.725.69 m² located in Eseriyurt district of İstanbul for USD 9.000. The land was classified as long term assets held for sale with regard to this agreement. Additionally, the Group's subsidiaries operating in Hungary and Croatia were classified as long term assets held for sale.

⁽²⁾ Group disposed its subsidiary, Moje Delo Spletni Marketing d.o.o's shares in 2013.

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NOTE 15 – INTANGIBLE ASSETS

	1 January 2014	Additions	Disposals	Transfer	Currency translation differences	Impairment	31 December 2014
Cost:							
Customer list	341.351	-	-	-	(114.956)	-	226.395
Trade names and licenses (Media)	318.688	-	-	-	(118.114)	(2.699)	197.875
Electricity production license	355.044	1.393	(70)	-	-	-	356.367
Other	461.548	53.964	(4.747)	(9.014)	(17.419)	-	484.332
	1.476.631	55.357	(4.817)	(9.014)	(250.489)	(2.699)	1.264.969
Accumulated amortization:							
Customer list	144.206	15.168	-	-	(47.381)	-	111.993
Trade names and licenses (Media)	21.763	1.418	-	-	(4.431)	-	18.750
Electricity production license	13.747	683	-	-	(27)	-	14.403
Other	317.542	58.062	(4.407)	(9.014)	(11.832)	-	350.351
	497.258	75.331	(4.407)	(9.014)	(63.671)	-	495.497
Television program rights ⁽³⁾	76.471						82.797
Net book value	1.055.844						852.269
Movement of television program rights for 2014 is as follow:							
	1 January 2014	Additions	Discontinued operations	Depreciation	Currency translation differences	Provision for impairment of program rights and inventory	31 December 2014
Television program rights	76.471	80.907	-	(75.573)	4.518	(3.526)	82.797

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NOTE 15 – INTANGIBLE ASSETS (Continued)

	1 January 2013	Additions	Disposals	Classified as assets held for sale	Currency translation differences	Consolidation change effect	31 December 2013
Cost:							
Customer list	310.305	-	-	(31.039)	62.085	-	341.351
Trade names and licenses (Media)	295.435	-	-	(13.316)	36.569	-	318.688
Electricity production license	355.044	-	-	-	-	-	355.044
Other	401.354	72.654	(3.970)	(23.179)	9.585	5.104	461.548
	1.362.138	72.654	(3.970)	(67.534)	108.239	5.104	1.476.631
Accumulated amortization:							
Customer list	108.192	19.273	-	(23.279)	39.388	632	144.206
Trade names and licenses (Media)	19.200	1.491	-	-	1.072	-	21.763
Electricity production license	4.611	7.647	-	-	-	1.489	13.747
Other	281.083	47.910	(3.250)	(19.488)	8.894	2.393	317.542
	413.086	76.321	(3.250)	(42.767)	49.354	4.514	497.258
Television program rights ⁽³⁾	56.988						76.471
Net book value	1.006.040						1.055.844

Movement of television program rights for 2013 is as follows:

	1 January 2013	Additions	Discontinued operations	Depreciation	Currency translation differences	Provision for impairment of program rights and impairment	31 December 2013
Television program rights	56.988	59.401	-	(42.037)	2.729	(610)	76.471

⁽³⁾ Moje Delospletni marketing d.o.o subsidiaries of the Group has been disposed of shares in 2013.

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NOTE 15 – INTANGIBLE ASSETS (Continued)***Intangible assets with indefinite useful lives***

As of 31 December 2014, the Group has determined that brand names with carrying value of TL 194.329 have indefinite useful lives (31 December 2013: TL 291.484). The utilization period of brand names with indefinite useful lives, as expected by the Group, is determined based on the stability of the industry, changes in market demands as to the products and services provided through assets, control period over the assets and legal or similar restrictions on their utilization.

Movement of the goodwill for the periods ended 31 December 2014 and 2013 is as follows:

	2014	2013
1 January	520.005	518.914
Acquisition of subsidiary (Note3)	2.830	-
Currency translation differences	(43.516)	11.092
Provision for goodwill impairment (Note2, 28) (-)	(83.752)	-
Disposal of subsidiary ⁽¹⁾	-	(6.458)
Other ⁽²⁾	-	(3.543)
31 December	395.567	520.005

⁽¹⁾ The Group disposed its subsidiary shares, Moje Delo Spletni Marketing d.o.o in 2013 in accordance with legislation in Slovenia.

⁽²⁾ Other relates to the changes in the fair value of put options.

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NOTE 16-GOVERNMENT GRANTS

- The Group, obtained six investment incentives certificate for the imported equipments amounting to USD 13.805 and domestic equipments amounting to TL 1.502 for the modernization of its printing plants in Istanbul, Ankara, Izmir, Adana, Antalya and Trabzon on 28 October, 2, 4 November and 30 December 2011. The agreements are valid for two years and equipment imported within the scope of the certificate is exempt from Customs Duty and VAT. The investments amounting to USD 13.595 for imported equipments and TL 1.502 for domestic equipments are realized within these certificates as of 31 December 2014 (31 December 2013: Imported equipments USD 13.595 and domestic equipments TL 1.502).
- Ditaş, a subsidiary of the Group, benefit from the insurance premium incentive under the scope of Social Security and General Health Insurance Law (Law 5510). In this context, the incentive of the insurance premium amounting to TL 710 (31 December 2013: TL 811) is recorded against the labour expense under cost of goods sold in the financial statements.
- A subsidiary of the Group Ditaş, benefited from 60% tax discount, 20% investment participation ratio, insurance premium employer share support and VAT exception for 3 year-term, exemption from customs duty and interest support within the scope of Investment Incentive Certificate numbered 99777 and dated as 27 January 2011 amounting to TL 9.589 received from General Directorate Of State Aids of Undersecretariat of Treasury in order to increase production capacity and modernization. Incentive certificate has expired as of January 2015.

NOTE 17-PROVISIONS, CONTINGENT ASSETS AND LIABILITIES

Short-term provisions	31 December 2014	31 December 2013
Provision for lawsuits	41.335	31.189
ICTA Penalty	2.478	-
Other	996	392
	44.809	31.581

Movement of lawsuit provisions for the periods ended 31 December 2014 and 2013 are as follows:

	2014	2013
1 January	31.189	28.712
Additions within the period (Note27)	16.121	8.997
Classification of put option ⁽¹⁾	17.742	-
Payments regarding provisions	(16.825)	(5.124)
Reversed provisions booked previously	(6.776)	(1.396)
Disposal of subsidiary	(116)	-
31 December	41.335	31.189

⁽¹⁾ There was controversy between TCM Adria d.o.o, a subsidiary of the Group, which has 70% shares of Oglasnik d.o.o and owners of remaining 30% and non controlling interests about put option of non controlling interest's shares to TCM Adria d.o.o and/or to the Group. The arbitration process ongoing in Zagreb Arbitration Court has been resulted; accordingly the option was decided as invalid and a compensation in favor of the minorities was decided due to the loss occurred. The judgment has been appealed on 5 November 2014 and the suspension of the payment has been filed. As of 31 December 2014 in line with the precautionary principle of the accounting, the liability previously calculated related to "option" was calculated considering the interest (TL 17.742) and recorded as "provision for lawsuit". In case the appeal process would result in favor of the Group, the liability will disappear; otherwise, costs of the lawsuit with additional interests will be calculated and recorded in the period of occurrence.

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NOTE 17-PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (Continued)**(a) Law Cases**

The amount of lawsuits against the Group is TL 85.606 as of 31 December 2014 (31 December 2013: TL 80.623).

	31 December 2014	31 December 2013
Legal cases	74.816	65.797
Commercial cases	1.166	5.552
Business cases	9.059	7.664
Other	565	1.610
Total	85.606	80.623

A provision for lawsuits filed against the Group whose details are given above amounting to TL 41.335 has been provided with reference to the opinions of the Group's legal advisors and past experience of management related to similar litigations against the Group (31 December 2013: TL 31.189). Legal cases mainly consist of pecuniary and non-pecuniary damages and lawsuits filed against publishing and broadcasting companies and lawsuits initiated by the Radio and Television Supreme Council.

b) Commitments and contingent liabilities related to the share acquisition agreement with Commerz-Film GmbH:**Amendment of the Share Purchase and the Shareholder Agreements**

The "Share Purchase" and the "Shareholders Agreements" dated 19.11.2009 signed between Doğan Holding, our direct subsidiaries Doğan TV Holding A.Ş. (DTV) and Doğan Yayın Holding A.Ş. (has ceased due to dissolution without liquidation) and Axel Springer A.G.'s direct subsidiaries Commerz-Film GmbH and Hauptstadtsee 809. V V GmbH (together the Axel Springer Group) and dated 16.11.2006 signed between Doğan Yayın Holding A.Ş. (has ceased due to dissolution without liquidation) and Axel Springer A.G. have been amended on 2 October 2014. Accordingly;

1-Provided that it shall take place earliest on 30 January, 2015, and to be used in return for 50.000 EUR, the Axel Springer Group has an "put option" for 34.183.593 (exact)shares, and Doğan Holding has a "commitment to buy" ("DTV Put Option I"). The Axel Springer Group may exercise all or a part of its "put option". Payable amount will include interest calculated based on the 12-months compound Euro Libor plus 100 basis points as of January 2, 2007. There is a letter of guarantee given to the Axel Springer Group by our Company for those 34.183.593 (exact)shares, with a value of 50.000 EUR. Within the scope of the exercise of such "put option", 1.902.118(exact) DTV bonus shares from the previous capital increase will also be delivered as bonus shares. Thus, within the scope of such option, the total number of shares to be delivered to Doğan Holding will be 36.085.711 (exact) (approximately 2.65% of the current DTV capital (As described in Note 36, related transaction was realized on 30 January 2015, and EUR 63.346.606,10 payment was made to Commerz-Film GmbH by Doğan Holding in return for the exercise of put option. After the transaction, direct share of Doğan Holding in DTV equity is realized as 87.87%).

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NOTE 17-PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (Continued)**b) Commitments and contingent liabilities related to the share acquisition agreement with Commerz-Film GmbH)****Amendment of the Share Purchase and the Shareholder Agreements (Continued)**

2-As it was disclosed to public periodically in our financial statement footnotes; per the Agreements between the parties, "in case an initial public offering was not made for the DTV shares of the Axel Springer Group ("Axel Shares") until June 30, 2017, in addition to re-adjusting the price, and a payment accordingly, the Axel Springer Group had a "put option" all or a part of the Axel Shares to Doğan Holding, and Doğan Holding had a "commitment to buy" (DTV Put Option II)). With the Agreement amended on 2 October 2014, unconditional "put option" was given to Axel Springer Group, the details are presented in the appendix tables in the latest IR news disclosed to Public Disclosure Platform ("PDP") on 2 October 2014. Aforementioned Exercise Table of the Put Option is presented below;

Option Exercise Table:

Option	Share amounts subject to option	Current capital ratio of DTV (%)	Option exercise Costs (EUR)(exact)	Earliest Option Exercise Dates
2016	39.870.037	2,93	55.243.523,89	29.01.2016
2020/I	10.873.646	0,80	15.066.414,94	30.06.2020
2020/II	85.176.896	6,26	118.020.255,25	30.06.2020
2022	27.184.078	2,00	37.666.038,82	31.01.2022
TOTAL	163.104.657	11,99	225.996.232,90	

Axel Springer Group may exercise all or a part of its "put option. Amounts to be paid are final, meaning that additional interest can not be charged. Only, the interest to be calculated taking as the basis annual compound 12-month Euro Libor plus 100 basis points from 29.01.2016 to 30.06.2020 shall be added to the sum to be paid for the "DTV Put Option 2020/I". Within the scope of such options, four separate "letters of guarantee" have been given to the Axel Springer Group by our Company with a total value of EUR 225.996 for the 163.104.657 (exact)Doğan TV Holding securities to be taken by Doğan Holding.

In case all the options in above mentioned Article 1 are exercised, the Axel Springer Group will not have any shares left in the Doğan TV Holding capital.

3-The "DTV Put Option II" has been annulled and cancelled.

4-Issues related with the "initial public offering" of the "Axel Shares";

a. In case of an initial public offering of the "Axel Shares" between the dates 01.01.2015 and 31.01.2022, the following shall be applicable for the value of the "Axel Shares" based on the three months average share price following the initial public offering ("Value of the Share Sold"),

i. if lower than the "Initial Sales Price", the negative difference between the "Value of the Share Sold" and the "Initial Sales Price" shall be paid through Doğan Holding to the Axel Springer Group, without calculating any interest on the "Initial Sales Price", and taking into account merely the "Initial Sales Price".

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NOTE 17-PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (Continued)**b) Commitments and contingent liabilities related to the share acquisition agreement with Commerz-Film GmbH)****Amendment of the Share Purchase and the Shareholder Agreements (Continued)**

ii. If higher than the "Initial Sales Price", the amount to be found by deducting the interest calculated based on the "Initial Sales Price" from the positive difference between the "Value of the Share Sold" and the "Initial Sales Price" (interest shall be calculated taking as the basis annual compound 12-month Euro Libor plus 100 basis points as of January 2, 2007) shall equally be shared between the Axel Springer Group and Doğan Holding.

iii. In case an initial public offering does not take place for the "Axel Shares" until January 31, 2022, and in case the "Fair Value" of DTV to be determined with specified valuation techniques on 31.12.2021 (shall be taken into account based on the extent of the shares the Axel Springer Group has in the DTV capital as of 31.12.2021) is lower than the "Initial Sales Price", the negative difference between the "Fair Value" of DTV as of 31.12.2021 and the "Initial Sales Price" shall be paid by Doğan Holding to the Axel Springer Group.

The liability for unconditional "commitment to buy" of Doğan Holding mentioned above was recorded under "financial liability" in accompanying consolidated financial statements as of 31 December 2014 amounting to TL 781.119 calculated over discounted cash outflows will take place in the future. "Non-controlling interests" as the amount representing the shares belonging Axel Springer were removed from the consolidated financial statements. Since the transaction did not result in any change of control over DTV on the date of transfer of shares, the difference between recorded financial liability and removed non-controlling interests directly recognized under equity.

c) Doğan TV Digital Platform İşletmeciliği A.Ş.

As a result of the investigation performed by Information and Communication Technologies Authority (ICTA) on one of the indirect subsidiaries of the Group, Doğan TV Dijital Platform İşletmeciliği A.Ş., an administrative penalty amounting to TL 10.342 was given and TL 8.260 was accrued in order to refund to the subscribers. The Group, paid administrative penalty as TL 7.756 by taking advantage of 25% discount for advance payment with objection record. Additionally, regarding the amount to be paid to the subscribers, is projected by the Group management to be TL 2.478 and provision has been allocated in the accompanying consolidated financial statements.

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NOTE 17-PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (Continued)**(d) Other****Milpa:****The Land of Ömerli**

Under the revenue sharing and/or construction for flat for land basis agreement signed with the landowners in relation to the Milpa's, one of the subsidiaries of the Group, 2.093.941 m2 of land which is classified as investment property in the consolidated financial statements, with the parcel no: 1154 in Kurtdoğmuş village, in Pendik in İstanbul, there is an annotation about the construction agreement. The related land is situated at the Habitat Park Area and Recreation Area in the İstanbul Environmental Plan which was approved on 15 June 2009 with a scale of 1/100.000. The remaining parcel no: 1155, which is 144.266 m2, is situated at the Forest Land. In addition, the related parcels are situated at the soil classification section of Kurtdoğmuş, Emirli, Kurnaköy, Ballica and Göçbeyli villages organized in İstanbul Metropolitan Area East Side Pendik, İstanbul in accordance with the Soil Conservation and Land Use Law No: 5403. Parcel no: 1154 in full and small part of parcel no: 1155 are situated at the Marginal Agricultural Area eligible for non-agricultural use and significant part of parcel no: 1155 is situated at the Military Area.

144.266 m2 of the land was removed from forestry land with a court decision taken in 2005. The Forestry Directorate appealed the decision at the 20th Chamber of the High Court and the objection was accepted on 24 June 2008 and these decisions (removing from forestry land) are sent to the Pendik Court of First Instance for re-evaluation. The Court reiterated its initial decision on 8 October 2009. The Ministry of Forestry appealed the Court's decision and the related case file was re-sent to the Civil Department No: 20 of the Court of Appeal and re-transferred to the Pendik Court of First Instance Aforesaid Court. The lawsuit has been heard at 20. Civil Court of First Instance. The aforesaid court has on 23 December 2014 decided to cancel the land register of the aforesaid 144.266 m2 of land belonging to Milpa and register the land as forestry land in the name of the treasury. Following the notification of the decision, Milpa appealed to a superior court on 13 February 2015. Milpa management booked a provision amounting to TL 3.900 for impairment over the book value of the real estate in the accompanying financial statements in accordance with the opinion of legal counsels.

With the 1/100.000 scale environmental plan released on 17 July 2009, the related land of 1154 parcel was classified as a habitat and recreation area. Milpa appealed this plan with the İstanbul Metropolitan Municipality within the legal deadline and is waiting for related responses.

Pendik, Kurtdoğmuş change in the zoning plan of the land in the village and on the objection to this change, as of the date of preparation of these financial statements have not yet responded on the property's fair value and the resulting uncertainty due to the appeal, the legal process will continue to be assessed according to the developments will occur in the subsequent periods.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014

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NOTE 18-COMMITMENTS

(a) Collaterals, pledges and mortgages (CPM) given by the Group

	31 December 2014				31 December 2013					
	TL Equivalent	TL	USD	EUR	Other	TL Equivalent	TL	USD	EUR	Other
A. CPM's given in the name of its own legal personality										
Guarantees ⁽¹⁾	987.320	121.357	33.109	279.784	-	500.475	97.284	37.119	110.325	-
Pledge	-	-	-	-	-	-	-	-	-	-
Mortgage ⁽²⁾	18.335	-	-	6.500	-	19.087	-	-	6.500	-
B. CPM's given on behalf of the fully consolidated companies										
Guarantees ^{(1) (3)}	799.587	8.142	171.162	139.872	-	1.910.176	35.932	599.170	202.770	-
Pledge	-	-	-	-	-	-	-	-	-	-
Mortgage	217	217	-	-	-	217	217	-	-	-
C. CPM's given on behalf of third parties for ordinary course of business										
Guarantees	-	-	-	-	-	-	-	-	-	-
Pledge	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	-	-	-	-	-	-	-	-
D. Total amount of other CPM's given	-	-	-	-	-	-	-	-	-	-
i) Total amount of CPM's given on behalf of the majority shareholder	-	-	-	-	-	-	-	-	-	-
ii) Total Amount of CPM's given on behalf of third parties	-	-	-	-	-	-	-	-	-	-
Which are not in scope of B and C	-	-	-	-	-	-	-	-	-	-
iii) Total Amount of CPM's given on behalf of third parties	-	-	-	-	-	-	-	-	-	-
Which are not in scope of C	-	-	-	-	-	-	-	-	-	-
Total	1.805.459					2.429.955				

⁽¹⁾ The guarantees of the Group consist of letter of guarantees, guarantee notes, bills and mortgages and the details are explained below.

⁽²⁾ There is a mortgage amounting to TL 18.335 over the tangible fixed assets of Group's subsidiary Hürriyet as of 31 December 2014 (31 December 2013: TL 19.087).

⁽³⁾ Doğan Holding has bail amounting to USD 47.407 given to credit institutions within the scope of Aslançık Elektrik's hydroelectric power plant construction (31 December 2013: USD 52.800). The entity gave bail amounting to USD 47.496 for Boyabat Elektrik's long term project financing bank loan (31 December 2013: USD 78.018)

⁽⁴⁾ 33,33% shares of Aslançık Elektrik (45.000.000 (exact) shares), 33% shares of Boyabat (6.996.000 (exact) shares), 100% of Galata Wind (68.700 (exact) shares) and 100% of D-Tes (141.500.000 (exact) shares) were given as pledges to financial institutions due to the Group's long term borrowings and are not included in the table above.

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NOTE 18-COMMITMENTS (Continued)**a) Letters of guarantees and guarantee notes given (Continued)**

Other CPM given by the Group to equity ratio is 0% as of 31 December 2014 (31 December 2013: 0%). The details of letter of guarantees and guarantee notes given by the Group are as follows:

	31 December 2014		31 December 2013	
	Original currency	TL equivalent	Original currency	TL equivalent
Letters of guarantees – EUR ⁽¹⁾	311.482	878.597	241.407	708.892
Letters of guarantees – TL	121.764	121.764	97.591	97.591
Letters of guarantees – USD	32.097	74.430	37.119	79.223
Guarantee notes – TL	1.277	1.277	25.634	25.634
Guarantee notes – EUR	1.427	4.025	7.043	20.682
Guarantee notes – USD	10.004	23.198	-	-
Total		1.103.291		932.022

⁽¹⁾ Doğan TV Holding, one of the subsidiaries of Doğan Holding, has given letters of guarantees amounting to EUR 30.070 to UEFA (Union Européenne de Football Association or Union of European Football Associations) in 2008 for broadcasting rights of UEFA Champions League, UEFA Super Cup and UEFA Cup games for the period 2012-2015.

As described in Note 17, four different "letter of guarantees" amounting to EUR 275.996 in total were given by Doğan Holding to Axel Springer Group regarding 163.104.657 (exact) shares of Doğan TV Holding to be taken over by Doğan Holding in scope of the options.

In addition, Hürriyet has letter of guarantee amounting to EUR 3.055. Remaining EUR 2.361 consist of letter of guarantees given by other Group companies.

(b Guarantees and mortgages given)

The details of guarantees of Doğan Holding and its shareholders' given for the borrowings and trade payables of the Group companies and related parties as of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014		31 December 2013	
	Original currency	TL equivalent	Original currency	TL equivalent
Bails-EUR	106.747	301.101	64.645	189.830
Bails – USD ⁽¹⁾	162.170	376.057	599.170	1.278.809
Bails – TL	6.458	6.458	9.990	9.990
Mortgages – EUR	6.500	18.335	6.500	19.087
Mortgages – TL	217	217	217	217
Total		702.168		1.497.933

⁽¹⁾ Guarantees given for Milpa, Hürriyet, Boyabat Elektrik and Aslancık Elektrik has decreased with the amount of USD 196.762 by loan repayments during the period and guarantees given for Mozaik, Doğan TV Holding, DTV Haber Görsel and Doğan Egmont was decreased with the amount of USD 229.571 and additionally guarantees given for credits of Galata Wind was decreased with the amount of USD 10.667.

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NOTE 18-COMMITMENTS (Continued)**(c) Barter agreements**

Doğan Holding and its subsidiaries, enter into barter agreements, which involve the exchanging of goods or services without any cash collections or payments, as a common practice in the media sector.

As of 31 December 2014, the Group has a commitment for the publication of advertisements amounting to TL 11.267 (31 December 2013: TL 10.525) in exchange for purchasing goods and services and has an option to purchase goods and services amounting to TL 19.346 (31 December 2013: TL 32.496) in exchange of the goods or services sold.

NOTE 19-OTHER ASSETS AND LIABILITIES

	31 December 2014	31 December 2013
Other current assets		
Blocked deposits ⁽¹⁾	121.476	227.116
Value Added Tax ("VAT") receivables	23.692	27.554
Prepaid taxes and funds	32.665	21.668
Work advances	2.392	7.608
Personnel advances	8.199	5.886
Programme stocks	56.149	4.044
Other	18.313	7.204
	262.886	301.080
Provision for impairment on programme stocks	(1.061)	(1.081)
Provision for other doubtful receivables	(842)	(873)
	260.983	299.126
	31 December 2014	31 December 2013
Other non-current assets		
Blocked deposits ⁽²⁾	94.250	233.642
Value Added Tax ("VAT") receivables	133.332	132.484
Deposits and guarantees given	246	229
Other	410	341
	228.238	366.696

⁽¹⁾ As of 31 December 2014, Doğan Holding has blocked deposits of EUR 14.000 (TL 39.490) regarding Kanal D Romania, USD 35.000 (TL 81.162) regarding TME and TL 824 for other subsidiaries. (31 December 2013: Doğan Holding's time deposit amounting to USD 70.000 (TL: 149.401) TME; EUR 14.000 (TL 41.111) for DMI; and additionally, Group's subsidiary Hürriyet's credit pledge of USD 17.144 (36.592 TL).

⁽²⁾ As of 31 December 2014, Doğan Holding has blocked deposits amounting to USD 40.500 (TL 93.915) on behalf of TME and Mozaik's bank loans and TL 335 for other subsidiaries (31 December 2013: Time deposit of Doğan Holding amounting to EUR 50.000 (TL 146.825) regarding purchase option of shares of Doğan TV Holding and time deposit amounting to USD 40.500 (TL 86.439) as guaranty for Mozaik's loans was blocked).

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NOTE 20-PREPAID EXPENSES AND DEFERRED INCOMES

Details of prepaid expenses and deferred incomes for the periods ended 31 December 2014 and 31 December 2013 are as follows:

Short term prepaid expenses	31 December 2014	31 December 2013
Prepaid expenses ⁽¹⁾	21.792	28.653
Advances given ⁽²⁾	44.880	30.663
	66.672	59.316

⁽¹⁾ Significant amount of prepaid expenses consists of prepaid rent expenses and insurance expenses.⁽²⁾ Advances given consist of advances in broadcasting operations.

Long term prepaid expenses	31 December 2014	31 December 2013
Advances given and prepayments ⁽¹⁾⁽²⁾	39.909	29.215
Prepaid expenses for the following years	9.726	8.555
Advances given for fixed asset purchases	399	395
	50.034	38.165

⁽¹⁾ Advances given and prepayments amounting to TL 36.729 (31 December 2013: TL 25.708) consist of prepayments made by Doğan TV Holding, one of the subsidiaries of Doğan Yayın Holding, for UEFA (Union Européenne de Football Association or Union of European Football Associations) Champions League qualifying games and UEFA Cup qualifying games of certain Spor Toto Super League teams between 2008 and 2020. In accordance with the agreements, prepayments made for the related games will be refunded to Doğan TV Holding in the cancellation of games.⁽²⁾ TL 3.180 (31 December 2013: TL 3.180) of the advances given and prepayments includes the expenses caused by the landowners and advances given to the landowners who passed their shares of the real estate Project in the land of Ömerli by Milpa which is a subsidiary of the Group for the part of the proceeds. %25 of the revenues of the project which Milpa is planning to develop, about the houses and offices will be committed and set-off to the landowners revenue-sharing or flat received from contractor for landownership by the proportion of their shares.

Short term deferred income	31 December 2014	31 December 2013
Deferred income ⁽¹⁾	31.292	50.198
Advances received	10.429	16.249
	41.721	66.447

⁽¹⁾ Deferred incomes are composed of prepaid subscription expenses of publishing and broadcasting.

Long term deferred income	31 December 2014	31 December 2013
Deferred income ⁽¹⁾	562	3.563
	562	3.563

⁽¹⁾ Deferred incomes are composed of prepaid subscription expenses of publishing and broadcasting.

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NOTE 21-DERIVATIVE INSTRUMENTS

	31 December 2014		31 December 2013	
	Asset	Liability	Asset	Liability
Derivative swap instruments				
Currency forward transactions	464	4	-	2.440
Interest rate swap transactions	-	-	839	-
Total	464	4	839	2.440

(a) Currency forward transactions

As of 31 December 2014, fair value of currency derivatives of the Group is estimated to be approximately TL 460. (2013: TL 1.601-net liability). The amount consists of TL 464 (2013: TL 839) asset and TL 4 (2013: TL 2.440) liability and market prices of similar instruments on balance sheet date were taken into consideration for the valuation.

(b) Interest rate swap transactions

There is no interest rate swap agreement of the Group as of 31 December 2014 (31 December 2013: TL 839 financial asset)

NOTE 22-PROVISION FOR EMPLOYMENT BENEFITS**a) Payables regarding benefits provided to employees**

The details of payables regarding employee benefits as of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Social security payables	2.997	11.704
Payables to personnel	5.782	14.695
	8.779	26.399

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NOTE 22 – PROVISION FOR EMPLOYMENT BENEFITS (Continued)**b) Short term provision within employment benefits**

Details of short term provision within employment benefits for the period of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Unused vacation provision	39.846	41.343
Premium provision	-	30
	39.846	41.373

c) Long term provision within employment benefits

Details of long term provision within employment benefits for the period of 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Provision for employment termination benefits	104.352	103.521
	104.352	103.521

Except from the legal requirements other than Turkey in which the Group operates, there are no pension plans and benefits.

Under the Turkish Labour Law, the Group is required to pay termination benefits to each employee who has completed one year of service and whose employment is terminated without due cause, or who is called up for military service, dies and achieves the retirement age. At 31 December 2014 the amount payable maximum equals to one month of salary is TL 3.438,22 (exact) (31 December 2013: TL 3.254,44 (exact)) for each year of service.

On the other hand, the Group is liable to make payments to personnel who work for a minimum of 5 years and whose employment is terminated without due cause in accordance with the Regulations with regards to Employees Employed in the Press Sector. The maximum payable amount is 30 days' flat salary for each year of service. Employment termination benefit liabilities are not subject to any funding and there are no legal requirements for funding of these liabilities.

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NOTE 22 – PROVISION FOR EMPLOYMENT BENEFITS (Continued)**c) Long term provision within employment benefits (continued)**

Provision for employment termination benefits is calculated by estimating the present value of the future probable obligation arising from the retirement of the employees of the Group.

The standard TAS 19 "Employee Benefits" envisages the development of actuarial valuation methods in order to estimate the provision of severance pay. According to this, following assumptions were used in the calculation of total liability based on the report prepared by the actuarial firm:

- discount rate is applied as 8,10% (31 December 2013: 9,70%), inflation rate applied as 5,00% (31 December 2013: 6,40%) and rate of increase in wages applied as 5,00% (31 December 2013: 6,40%) in the calculation.
- the calculation is made based on the maximum salary rate of TL 3.438,22 effective as of 31 December 2014 (31 December 2013: TL 3.254,44).
- age of retirement is based on considering the Company's historical operating data and taken as the average age of retirement from the Group

The movement of provision for severance pay within the period is as follows:

	2014	2013
1 January	103.521	94.375
Current period service cost and net interest expense from continued operations	18.248	15.385
Actuarial loss	1.753	5.245
Payments during the period from continued operations	(23.434)	(14.340)
Disposal of subsidiary ⁽¹⁾	(3.150)	-
Payment/reduction in benefits/loss arised from dismissal	7.414	2.856
31 December	104.352	103.521

⁽¹⁾ The amount resulted from the reversal of provisions due to the disposal of the Group's subsidiary Dogan Ofset Yayıncılık ve Matbaacılık A.Ş.

Total costs excluding the actuarial loss regarding employment benefits are presented in consolidated statement of profit or loss prepared as of 31 December 2014. As of 31 December 2014, actuarial loss of TL 1.753 recognized in the other comprehensive statement of profit or loss. (31 December 2013: TL 5.245-loss).

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NOTE 23 – EQUITY

Doğan Holding adopted the registered paid-in capital system and set a limit on its registered paid-in capital representing registered type shares with a nominal value of TL 1.

Doğan Holding's registered capital ceiling and issued capital at 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Limit on registered capital	4.000.000	4.000.000
Issued capital	2.616.938	2.450.000

There are no privileged shares of Doğan Holding.

With the decision made by Board of Directors of Doğan Holding on 27 August 2014, the issued capital of Doğan Holding, which is TL 2.450.000(exact), within the TL 4.000.000 (exact) registered capital ceiling, is to be increased to TL 2.616.938(exact) due to the merger which took place under Doğan Holding, through the entire "take over" of Doğan Yayın Holding with all its assets and liabilities being ceased due to dissolution without liquidation by Doğan Holding(Note 1). The "Issuance Certificates" for a total of 166.938.288 shares with a nominal value of TL 1 (one) each, to be issued to represent the TL 166.938(exact) increased within the scope of the capital increase have been approved by the CMB, and are enclosed on 29 August 2014 Article 7 of the Articles of Association, "Registered and Issued Capital", for the increase of the issued capital to TL 2.616.938 (exact) has been registered with the Trade Registry on 3 September 2014.

Non-cash capital increase amounting to TL 166.938, which was stated above as the merger effect in the accompanying consolidated financial statements, cash outflow effect amounting to TL 70.972 regarding the use of exit right, transfer of restricted reserve from profit amounting to TL 89.673 from Doğan Yayın Holding (has ceased due to dissolution without liquidation), TL 34.529 premium transfer on the shares (net) and as the result of the Merger; the transfer amounting to TL 384.952 from non-controlling interests to retained earnings/(the loss) attributable to the parent company is presented by offsetting in the statement of shareholder's equity, and accordingly accumulated losses of the parent company has decreased by TL 22.840.

The ultimate shareholders of Doğan Holding are Aydın Doğan and Doğan Family (Işıl Doğan, Arzuhan Yalçındağ, Vuslat Sabancı, Hanzade V. Doğan Boyner and Y.Begümhan Doğan Faralyalı) and the shareholders of Holding and the historical values of shares in equity at 31 December 2014 and 31 December 2013 are as follows:

Shareholder	Share %	31 December 2014	Share %	31 December 2013
Adilbey Holding A.Ş.	49,32	1.290.679	52,68	1.290.679
Doğan Family	14,41	377.126	14,48	354.664
Publicly traded on Borsa İstanbul ⁽¹⁾	36,27	949.133	32,84	804.657
Issued capital	100	2.616.938	100	2.450.000
Adjustment to issued capital		143.526		143.526
Total		2.760.464		2.593.526

⁽¹⁾ In accordance with the Capital Markets Board's (the "CMB") Resolution No:31/1059 issued on 30 October 2014 and 21/655 issued on 23 July 2010, it is regarded that 35,42% of the shares (31 December 2013: 32,36%) are outstanding as of 31 December 2014 based on the Central Registry Agency's ("CRA") records.

Adjustment to share capital represents the difference between cash and cash equivalent contributions to the total amounts adjusted for inflation added to issued share capital issued and amounts before inflation adjustment.

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NOTE 23 – EQUITY (Continued)**Share Premiums**

Share premiums/discounts represent the positive or negative differences resulting from the nominal value and sales value of public shares.

	31 December 2014	31 December 2013
Share premiums	163.724	630
Share discounts (-)	(128.565)	-
Total	35.159	630

Restricted reserves

Restricted reserves are reserved from the prior period profit due to legal or contractual obligations or for certain purposes other than the profit distribution (for example, to obtain the tax advantage of gain on sale of associates). Restricted reserves are in the scope of solo legal records in accordance with TCC and TPL.

General Statutory Legal Reserves are reserved according to the article 519 of Turkish Commercial Code and used in accordance with the principles set out in this article. The afore-mentioned amounts should be classified in "Restricted Reserves" in accordance with the CMB's Financial Reporting Standards.

The details of restricted reserves as of 31 December 2014 and 31 December 2013 are as follows:

Restricted reserves	31 December 2014	31 December 2013
General legal reserves	159.264	124.163
Gain on sale of subsidiary's shares	1.086.479	1.018.500
Venture capital fund	35.425	-
Total	1.281.168	1.142.663

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NOTE 23 – EQUITY (Continued)

Venture capital fund

Doğan Holding has established Öncü Girişim Sermayesi Yatırım Ortaklığı A.Ş. with registered capital ceiling of TL 100.000 and an initial capital of TL 36.000 on 18 December 2014.

Accumulated Other Comprehensive Income and Expenses not to be Reclassified in Profit or Loss

The Company's investment property revaluation reserves and actuarial losses of defined benefit plans that aren't reclassified in accumulated other comprehensive income and expenses are summarized below.

i. Investment Property Revaluation Reserves

Real estates recognized as property, plant and equipment in prior periods, can be transferred to investment property due to changes in use. The Group has reclassified some of its properties in 2012 as investment property and has chosen to account such investment properties at fair value. Accordingly, fair value increase at the initial transfer amounting to TL 1.002 (31 December 2013: 1.002) is recognized as revaluation reserve under shareholders equity.

i. Actuarial losses in defined benefit plans

Provision for employment termination benefits is calculated by estimating the present value of the future probable obligation arising from the retirement of the employees of the Group. Group recognized all actuarial gains and losses in other comprehensive income. Actuarial loss recognized under equity in the balance sheet amounts to TL 30.979 (31 December 2013: 29.577 TL)

Accumulated Other Comprehensive Income and Expenses to be Reclassified in Profit or Loss

i. Financial Assets Revaluation Reserves

Financial assets revaluation reserves occurred by accounting on net book values after reflecting deferred tax impact of unearned gains and losses composed of changes of fair values of assets held for sale. The amount of revaluation loss of assets held for sale presented under equity in balance sheet is TL 4.177 in the current period (31 December 2013: TL 1.153 loss).

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NOTE 23 – EQUITY (Continued)**Capital Reserves and Retained Earnings**

Subsequent to the first inflation adjusted financial statements, equity items such as; "Capital, Emission Premiums, General Statutory Legal Reserves, Statutory Reserves, Special Reserves and Extraordinary Reserves" are carried at carrying value in the balance sheet and their adjusted values based on inflation are collectively presented in equity accounts group.

In accordance with the CMB regulations, "Share capital", "Restricted Reserves" and "Share Premiums" shall be carried at their statutory amounts. The valuation differences resulted due to the inflation adjustment shall be disclosed as follows:

- If the difference is due to the "Issued Capital" and not yet been transferred to capital, it should be classified under "Capital adjustment difference to share capital";
- If the difference is due to "Restricted Reserves" and "Share Premium" and the amount has not been subject to dividend distribution or capital increase yet, it shall be classified under "Retained Earnings/Losses".

Other equity items are carried at the amounts valued in accordance with CMB's Financial Reporting Standards.

Capital adjustment differences have no other use than to be included to the capital

Dividend Distribution

The Company decides to distribute profit and makes profit distribution in accordance with the Turkish Commercial Code, Capital Market Law (CML), Capital Market Board (CMB) Regulations and Laws; Tax Legislations; other related statutory legislation and Articles of Association and Resolutions of General Assembly. Profit distribution is determined by Profit Distribution Policy.

On the other hand,

- a) Retained earnings derived from the reparation of comparative financial statements based on the first time adoption of TAS,
- b) "Equity inflation adjustment differences" derived from resources that do not have any restriction regarding profit distribution,
- c) Retained earnings derived from the first time inflation adjustment of financial statements,

can be distributed to shareholders as cash dividends.

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NOTE 23 – EQUITY (Continued)

Dividend Distribution (continued)

In addition, if the consolidated financial statements include the "Purchasing Impact on Equity" item under equity, the related item is not considered as a deductible or additional item when presenting net distributable profit for the period.

In Doğan Holding's regular general meeting as of 31 March 2014, by followings have been taken into consideration: Capital Market Regulations, Capital Market Law, CMB Regulations/Decisions, Corporate Tax, Income Tax, Tax Procedure Law and other relevant legal regulations and articles of incorporation of company and publicly announced "Dividend policy";

-Within the scope of the requirements of the CMB based on the audited consolidated financial statements prepared for the period 1 January 2013 – 31 December 2013 in accordance with Turkish Accounting Standards (TAS) and Turkish Financial Reporting Standards (TFRS), the Capital Markets Board ("CMB")'s No. II-14.1 "Principles of Financial Reporting in Capital Markets" ("Communiqué No. II-1.14"), the Group's "Consolidated Net Loss for the Period" is calculated as TL 38.140, considering its "current period tax expense", "deferred tax expense" and "net loss on discontinued operations". After the deduction of "accumulated loss" of TL 437.186 which is calculated based on the Dividend Distribution guide issued by CMB on 27 January 2014 with weekly bulletin numbered 2014/2 and addition of donations amounting to TL 788, and deduction of "Legal Reserve" amounting to TL 13.407 calculated in accordance with TCC Legislation No.519, it is noted that a "Donations included Net Loss for Period" of TL 487.945 has been incurred and decided not to distribute any profits for the period 1 January 2013-31 December 2013 based on the CMB's profit distribution requirements and the matter to be submitted to the General Assembly,

-To state that there is an amount of "Net Period Profit" of TL 334.530 in the accounting period between January 1, 2013 and December 31, 2013 according to the legal records made as per Turkish Commercial Code and Tax Procedure Law; that the "Net Profit for the period" of TL 334.530 is to be deducted for the accumulated losses of TL 66.387 that are in our records; and that, out of the "Net Profit for the period" of TRY 268.143 left after the deduction, an amount of TL 13.407 is reserved as "General Legal Reserves" and TL 254.736 is reserved as "Extraordinary Reserves".

The CMB's requires the disclosure of total amount of net profit in the statutory records and other resources which may be subject to distribution. As of the balance sheet date, the Company's gross amount of resources that may be subject to the profit distribution based on the statutory records amounts to TL 2.282.911 (31 December 2013: TL 1.781.968).

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NOTE 24-REVENUE AND COST OF SALES

	1 January- 31 December 2014	1 January- 31 December 2013
Domestic sales	3.533.516	3.250.507
Sales abroad	481.181	479.578
Sales returns and discounts	(471.434)	(428.758)
Net sales	3.543.263	3.301.327
Cost of sales (-)	(2.759.609)	(2.454.189)
Gross profit	783.654	847.138

The details of income from operating activities for the fiscal year ended 31 December 2014 and 2013 are disclosed in Note 5 – "Segment Reporting".

Detail of the sales of publishing industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Advertisement income	604.345	643.683
Circulation and printing income	279.506	313.641
Other	334.435	353.428
Total	1.218.286	1.310.752

Detail of the sales of broadcasting industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Advertisement income	571.782	609.836
Subscription income	444.757	378.365
Other	160.641	132.979
Total	1.177.180	1.121.180

Detail of the sales of retail industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Retail income	512.090	407.102
Total	512.090	407.102

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NOTE 24-REVENUE AND COST OF SALES (Continued)*Detail of the sales of energy industrial segment is presented below:*

	1 January- 31 December 2014	1 January- 31 December 2013
Energy income	272.331	156.711
Total	272.331	156.711

Detail of the sales of other industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Industrial income	226.548	184.208
Tourism income	66.297	50.407
Other ⁽¹⁾	70.531	70.967
Total	363.376	305.582

⁽¹⁾ Other sales income mainly consists of the total income obtained from real estate, gsm and organic agricultural operations

The distribution of the cost of sales for the fiscal year ended 31 December 2014 and 2013 are disclosed in Note 5 – "Segment Reporting".

	1 January- 31 December 2014	1 January- 31 December 2013
Publishing	(879.603)	(945.544)
Broadcasting	(1.045.593)	(883.957)
Retail	(298.073)	(220.359)
Energy	(245.900)	(148.500)
Other ⁽¹⁾	(290.440)	(255.829)
Total	(2.759.609)	(2.454.189)

Detail of the cost of sales of publishing industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Cost of trading goods	(249.965)	(280.677)
Personnel and news production expenses	(225.527)	(235.043)
Paper costs	(173.657)	(193.269)
Printing, production and other raw material cost	(79.420)	(94.963)
Amortization and depreciation expenses (Note 14,15)	(33.309)	(36.280)
Internet advertising services cost	(28.207)	(14.357)
Commissions	(14.284)	(17.400)
Other	(75.234)	(73.555)
Total	(879.603)	(945.544)

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NOTE 24-REVENUE AND COST OF SALES (Continued)*Detail of the cost of sales of broadcasting industrial segment is presented below:*

	1 January- 31 December 2014	1 January 31 December 2013
Television programme production costs	(506.514)	(395.119)
RTSC share in advertisement	(17.577)	(18.786)
Personnel expenses	(106.447)	(94.060)
Amortization and depreciation expenses (Note 14,15)	(58.779)	(52.225)
Satellite usage fees	(29.169)	(21.290)
Cost of trading goods	(56.431)	(82.768)
Amortization expenses of television programme rights (Note 15)	(75.573)	(42.037)
ADSL receiver costs	(109.974)	(102.656)
Other	(85.129)	(75.016)
Total	(1.045.593)	(883.957)

Detail of the cost of sales of retail industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Cost of trading goods	(298.073)	(220.359)
Total	(298.073)	(220.359)

Detail of the cost of sales of energy industrial segment is presented below:

	1 January- 31 December 2014	1 January- 31 December 2013
Overhead expenses	(218.133)	(115.652)
Amortization and depreciation expenses (Note 14,15)	(23.937)	(23.064)
Personnel expenses	(1.926)	(691)
Other	(1.904)	(9.093)
Total	(245.900)	(148.500)

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NOTE 24-REVENUE AND COST OF SALES (Continued)*Detail of the cost of sales of other industrial segment is presented below:*

	1 January- 31 December 2014	1 January- 31 December 2013
Raw material cost	(145.653)	(116.754)
Cost of trading goods	(14.584)	(18.807)
Overhead expenses	(41.148)	(24.301)
Labour and personnel expenses	(35.127)	(35.617)
Amortization and depreciation expenses (Note 14,15)	(21.176)	(22.078)
Telecommunication service expenses	(32.752)	(38.272)
Total	(290.440)	(255.829)

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NOTE 25-MARKETING, SALES AND DISTRIBUTION EXPENSES, GENERAL ADMINISTRATIVE EXPENSES

	1 January- 31 December 2014	1 January- 31 December 2013
General administrative expenses	339.240	371.896
Selling, marketing and distribution expenses	513.062	461.120
Operating expenses	852.302	833.016

Selling, marketing and distribution expenses:

	1 January- 31 December 2014	1 January- 31 December 2013
Personnel expenses	138.564	114.806
Advertisement expense	97.976	102.135
Rent expense	64.384	52.319
Transportation, storage and travel expenses	52.735	62.486
Amortization and depreciation expenses (Note 14,15)	29.478	30.972
Electricity distribution expenses	23.458	-
Communication expenses	22.610	15.218
Promotion expenses	21.177	25.672
Outsource services	13.892	13.281
Consulting expenses	7.097	5.869
Dealer commissions expense	4.747	6.449
Other	36.944	31.913
Total	513.062	461.120

General administrative expenses:

	1 January- 31 December 2014	1 January- 31 December 2013
Personnel expenses	153.184	176.423
Amortization and depreciation expenses (Note 14,15)	53.210	51.538
Consulting expenses	35.508	33.088
Outsource services	23.550	25.180
Rent expense	22.888	17.972
Transportation, storage and travel expenses	13.192	13.964
Various taxes	8.302	7.481
Other	29.406	46.250
Total	339.240	371.896

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NOTE 26-EXPENSES BY NATURE

As of 31 December 2014 and 2013, expenses are presented functionally and details are given in Note 24 and Note 25.

NOTE 27-OTHER INCOME AND EXPENSES FROM OPERATING ACTIVITIES

	1 January- 31 December 2014	1 January- 31 December 2013
Other operating income		
Foreign exchange gains	197.093	423.352
Interest income on bank deposit	49.624	65.640
Finance income due to sales with maturity	44.884	73.074
Income from reversal of provision	18.917	15.316
Usage of VAT discount	8.043	4.907
Rent income ⁽¹⁾	1.172	5.986
Other	32.666	8.583
	352.399	596.858

⁽¹⁾ The balance includes the rental income of the facility that is subject to superficies right of the Group's subsidiary Milta Tourism registered on 23 December 2013.

	1 January- 31 December 2014	1 January- 31 December 2013
Other operating expense		
Foreign exchange losses	(70.577)	(82.794)
Provision for doubtful receivables (Note 9)	(52.819)	(35.421)
Finance expense due to purchases with maturity	(7.195)	(24.906)
Provision for lawsuits (Note 17)	(16.121)	(8.997)
Other penalties and compensations paid	(13.839)	(4.200)
Provision for impairment on inventory (Note 11)	(4.946)	(1.917)
Other	(38.539)	(46.103)
	(204.036)	(204.338)

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NOTE 28-INCOME AND EXPENSES FROM INVESTING ACTIVITIES**Income from investing activities**

	1 January 31 December 2014	1 January- 31 December 2013
Foreign exchange gains	23.723	88.416
Interest income of securities	10.976	22.115
Interest income of bank deposit	38.929	47.052
Gain on sale of property, plant, equipment and intangible asset ⁽¹⁾	37.923	10.564
Increase on fair value of investment properties (Note 13)	35.671	52.495
Exchange gain related to share purchase commitment	12.050	-
Rent and building service income	3.383	-
Gain on sale of subsidiary shares ⁽²⁾	735	1.255
	163.390	221.897

⁽¹⁾ The portion of 28.377 is resulted from the land sale of the Group's subsidiary Hürriyet on 4 July 2014 in İzmir, Gazıemir with the size of 35.191,58 m2 and the land sale on 10 July 2014 in İstanbul, Esenyurt with the size of 17.725,69 m2.

⁽²⁾ As of 28 February 2014, the Group transferred its subsidiary, Oglasnik d.o.o. to non-controlling interests for 2 Kuna (TL 0,8) (Note 30).

Expense from investing activities

	1 January- 31 December 2014	1 January- 31 December 2013
Foreign exchange losses	(13.693)	(101.029)
Exchange loss related to share purchase commitment	(5.186)	-
Interest expense related to share purchase commitment	(2.533)	(5.321)
Interest expense related to share purchase commitment	(10.357)	(8.154)
Losses arising from changes of the fair value of investment properties (Note 13)	(3.900)	-
Goodwill impairment (Note 15)	(83.752)	-
Loss of subsidiary share ⁽¹⁾	(1.510)	(2.527)
Impairment on tangible and intangible assets	(777)	-
Loss on sale of marketable securities	(5.953)	-
Brand impairment	(2.699)	-
	(130.360)	(117.031)

⁽¹⁾ As of 7 April 2014, the Group transferred its subsidiary, Expressz Magyarország Media Kft. to non-controlling interests for 1 Euro (TL 2,9264) (Note 30).

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NOTE 29-FINANCE INCOME AND EXPENSE

The details of finance income for the periods ended 31 December 2014 and 2013 are as follows:

Financial income	1 January- 31 December 2014	1 January- 31 December 2013
Foreign exchange gains	66.813	18.876
	66.813	18.876

The details of finance expenses for the periods ended 31 December 2014 and 2013 are as follows:

Financial expense	1 January- 31 December 2014	1 January- 31 December 2013
Foreign exchange losses	(235.143)	(291.425)
Interest expense on bank borrowings	(156.118)	(135.755)
Bank commission expenses	(16.996)	(15.635)
Other	(575)	(31.052)
	(408.832)	(473.867)

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NOTE 30-ASSETS AS HELD FOR SALE AND DISCONTINUED OPERATIONS**i. Current Period Disposal of Subsidiary**Doğan Ofset Yayıncılık ve Matbaacılık A.Ş.

The Group has sold its subsidiary Doğan Ofset Yayıncılık ve Matbaacılık A.Ş. to Fulya Kavak and Marsaş Baskı ve Ambalaj Sanayi Ticaret A.Ş. for EUR 4,579 on 18 July 2014.

Details of the assets and liabilities of the subsidiary disposed are as follows:

Net book value of the assets disposed	31 December 2014
Current Assets	
Cash and cash equivalents	642
Trade receivables	7.599
Inventories	2.204
Other receivables	241
Non-current Assets	
Tangible and Intangible assets	15.038
Short term liabilities	
Financial borrowings	2.753
Trade payables	5.139
Other short term liabilities	2.049
Long term liabilities	
Deferred tax liability	2.359
Net assets disposed	13.424
Sales amount:	
Amounts paid as cash and cash equivalents	13.248
Cash inflow resulted from the sale:	
(Less) cash and cash equivalents disposed	(642)
Total obtained cash amount	12.606
Loss on subsidiary sale (Note 28)	(176)

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NOTE 30-ASSETS AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)**i. Current Period Disposal of Subsidiary (Continued)**

- Oglasnik d.o.o., Expressz Magyarország Media Kft

- In November 2013, the Group decided to dispose its subsidiaries operating in Hungary and Croatia so that companies' assets and liabilities are classified as assets held for sale and presented separately in the balance sheet. In 28 February 2014, the group transferred its subsidiary Oglasnik d.o.o. for Kuna 2 to the non-controlling interests (Note 28).
- The Group has disposed its subsidiary Expressz Magyarország Media Kft. to non-controlling shares for 1 Euro on 7 April 2014 (Note 28).

Information regarding sales profit/(loss) and total net book value of the assets described above, is presented as the following.

Net book value of the assets disposed	31 December 2014
Current Assets	
Cash and cash equivalents	869
Trade receivables	745
Other receivables	322
Other current assets	471
Non-current assets	
Tangible and Intangible assets	29.686
Provision regarding net assets disposed	(22.589)
Short term liabilities	
Trade payables	2.488
Other payables	770
Other short term liabilities	37
Long term liabilities	
Deferred tax liability	5.577
Other long term liabilities	33
Net assets disposed	599
Loss on subsidiary sale	
Sales amount:	
Amounts paid as cash and cash equivalents	-
Cash inflow resulted from the sale:	
(Less) cash and cash equivalents disposed	(869)
Total obtained cash amount	(869)
Loss on subsidiary sale (Note 28)	(599)

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NOTE 30-ASSETS AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)**ii. Current Period "Superficies Right" sale of Milta**

"Superficies Right" of Milta Turizm, a subsidiary of the Group, registered on 23 December 2013 to the deed, for 49 years beginning from 11 April 1985 on 92.476m² sized surface in Göynük village of Kemer, Antalya has been sold to Ceylan İşletme İnşaat Turizm Yatırım Nakliyat Gıda İçecek Sanayi ve Ticaret A.Ş. for EUR 20.000 on 18 February 2014 by negotiation. EUR 15.000 paid in cash and the remaining EUR 5.000 will be collected in four equal installments (EUR 1.250) beginning from 31 August 2015 until 31 August 2018. To the amount that will be paid with maturity, 3,25% interest and VAT regarding the interest will be applied as of the registration date. Exceptional portion of the profit from tax of "Superficies right" is accounted under a special fund in liabilities rather than in the statement of profit and loss.

Depending on the sales process, the Group classified "superficies right", which was accounted in investment properties, to "assets held for sale" as of 31 December 2013 in the consolidated financial statements prepared in accordance with TAS/IFRS.

In the consolidated financial statements prepared as of 31 December 2013, investment properties are presented at fair value, and gain or loss arising from the changes in fair value is included to statement of profit or loss in the period of occurrence in accordance with TAS 40 After the balance sheet date on 18 February 2014, the amount of TL 59.888 (EUR 20.000) was determined for the sale of Milta Tourism's "superficies right" in Kemer, and this amount was accepted as fair value as of 31 December 2013. In accordance with TFRS 5 and TAS 40, the positive valuation difference shown as income from investment activities in the profit or loss statements of the period ended 31 December 2013.

As a result of this valuation, the carrying value of the asset was set to the market(sales) value, thus in the sales transaction in 2014 no sales profit occurred in the CMB's financial statements prepared in accordance with TAS/IFRS.

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NOTE 30-ASSETS AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)**iii. Prior Period Disposal of Subsidiary**Oglasnik d.o.o

As of November 2013, Hürriyet, a subsidiary of the Group, has decided to dispose of its subsidiaries operating in Hungary and Croatia, and classified the assets and liabilities of these companies as non-current assets as held for sale and therefore disclosed separately in the balance sheet. As of 28 February 2014, the Group transferred its subsidiary, Oglasnik d.o.o. to non-controlling interests for 2 Kunas.

Details of the assets and liabilities held for sale are as follows:

Assets and Liabilities	31 December 2013
Cash and cash equivalents	1.009
Trade receivables	894
Other receivable and other current assets	969
Intangible assets	27.265
Tangible assets	2.442
Provision related to disposal of net assets	(23.301)
Total assets classified as asset as held for sale	9.278
Trade payables	2.440
Other financial liabilities	1.012
Other payables	34
Deferred tax liability	5.760
Other long term liabilities	32
Total liabilities classified as asset as held for sale	9.278

iv. Prior Period Sale of Property, Plant and Equipment

The Group agreed to sell its land of 17.725,69 m2 located in the district of İstanbul, Esenyurt for US Dollars 9 million on 19 September 2013. As a result of this agreement, the land was reclassified as asset held for sale in the related period.

Assets	31 December 2013
Property, plant and equipment	4.685
Total assets classified as held for sale	
Total assets (iii and iv Total)	13.963

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NOTE 30-ASSETS AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)**v. Prior period discontinued operations**

The below mentioned assets are classified as discontinued operations as of 31 December 2013:

Net result of discontinued operations	2013
Sales	10.611
Cost of sales (-)	(5.832)
General administrative expenses (-)	(6.728)
Marketing, selling and distribution expenses (-)	(2.109)
Other income from operating activities	3.900
Other expenses from operating activities (-)	(1.450)
Finance expenses, net	(48)
Loss for the period before income taxes	(1.656)
Tax income	373
Net loss	(1.283)
Provision for losses related to disposal of net assets	(23.301)
Loss after tax from discontinued operations	(24.584)

NOTE 31 – INCOME TAXES

Turkish tax legislation does not permit a parent company and its subsidiaries to file a consolidated tax return. Therefore, provisions for taxes, as reflected in these consolidated financial statements, have been calculated on a separate-entity basis for the all subsidiaries consolidated on line-by-line basis.

Corporate tax

Corporate tax liabilities for the periods ended 31 December 2014 and 31 December 2013 are as follows:

	31 December 2014	31 December 2013
Provision for period income tax	28.180	112.259
Prepaid corporate taxes	(20.883)	(94.596)
Taxes Payable For the Period	7.297	17.663
	31 December 2014	31 December 2013
Corporate and income taxes payable	7.297	17.663
Deferred tax liabilities, net	44.511	66.242
Tax Total	51.808	83.905

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NOTE 31 – INCOME TAXES (Continued)

Turkey

The Corporate Tax Law has been amended as of 13 June 2006 by Law No: 5520. The majority of the clauses of Law No: 5520 are effective as of 1 January 2006. Corporate tax rate for the fiscal year 2014 is 20% (2013: 20%) for Turkey. Corporate tax is payable at a rate of 20% on the total income of the Group after adjusting for certain disallowable expenses, corporate income tax exemptions (investment allowance, etc.) and corporate income tax deductions (such as research and development expenditures deduction). No further tax is payable unless there is dividend distribution. Dividends paid to non-resident companies having representative offices in Turkey and resident companies are not subject to withholding tax. Dividends paid to companies except for those companies are subject to 15% of withholding tax. An increase in capital via issuing bonus shares is not considered as a profit distribution and thus does not incur withholding tax.

Companies calculate corporate tax quarterly at the rate of 20% over their corporate income and these amounts are disclosed by the end of 14th day and paid by the end of the 17th day of the second month following each calendar quarter-end. Advance taxes paid in the period are offset against the following period's corporate tax liability. If there is an outstanding advance tax balance as a result of offsetting, the related amount may either be refunded in cash or used to offset against for other payables to the government.

Tax Law No: 5024 "Amendments in Tax Procedural Law, Income Tax Law and Corporate Tax Law" published in the Official Gazette on 30 December 2003 requires income tax and corporate taxpayers whose earnings are determined based on the balance sheet to prepare their statutory financial statements by adjusting the non-monetary assets and liabilities for the changes in the general purchasing power of the Turkish Lira effective from 1 January 2004. The merger bonuses which occurred as a result of the mergers in POAŞ and Doğan Gazetecilik, were classified as a equalizing account, which is neither an asset nor a liability, by the Group, in its financial statements applied an inflation adjustment for the calculation of the corporate tax in 2004, due to the related legal provisions and Tax Procedural Law, titled "Inflation Adjustment Application" with number 17 and dated 24 March 2005.

In accordance with the related law, the cumulative inflation of last 36 months inflation rate (CPI) must exceed 100% and the inflation rate (CPI) of last 12 months must exceed 10%. There has not been inflation adjustment after 2005 due to the absence of conditions required.

In Turkey, there is no procedure for a final and definitive agreement on tax assessments. Companies file their tax returns by the 25th of the fourth month following the close of the financial year to which they relate.

Tax authorities can review accounting records within five years and if they determine any errors on the accounting records, tax payable can be reassessed as a result of another tax assessment.

Under the Turkish tax legislation, tax losses can be carried forward to offset against future taxable income for up to five years.

As publicly disclosed on 19 April 2011, the Company plans to make use of the requirements set out in relation to "Tax Base Increase" in Law No: 6111 "Restructuring of some receivables and Social Security and General Health Insurance Law and Other Law Amending Certain Laws and Decrees"; therefore, 50% of losses attributable to the periods that are subject to tax base increase will not be offset against the income to be obtained in 2010 and subsequent periods.

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NOTE 31 – INCOME TAXES (Continued)***Turkey (continued)***

As of 31 December 2014, the Company has offset its financial losses attributable to the calculation of offsetting of tax asset against deductible financial losses or current tax provision in accordance with the above-mentioned principles.

There are numerous exemptions in the Corporate Tax Law concerning the corporations. The exemptions that are related to the Group are as follows:

Exemption for participation in subsidiaries

Dividend income from participation in shares of capital of another fully fledged taxpayer corporation (except for dividends from investment funds participation certificates and investment partnerships shares) are exempt from corporate tax.

Issued premiums exemption

Gains from issued premiums derived from the disposal of sales at nominal values during incorporations and the capital increase of joint stock companies are exempt from corporate tax.

Exemption for participation into foreign subsidiaries

For companies participating in 10% or more of the capital of a non-resident limited liability or joint stock company,(except for those whose principal activity is financial leasing or investment property) for at least one year until the date of the income is generated and transferred to Turkey until the date of the filing of the corporate income tax return of the fiscal year in which the income is generated is exempt from corporation tax subject to those subsidiaries being subject to corporate income tax, or alike, in their country of legal residence or business centre at the rate of at least 15% (minimum corporate income tax applicable in Turkey for those whose principal activity is finance assurance or insurance).

Exemption for sale of participation shares and property

75% of the gains derived from the sale of preferential rights, usufruct shares and founding shares from investment equity and real property which have remained in assets for more than two full years are exempt from corporate tax. For exemption, the relevant gain is required to be held in a fund account in liabilities for at least five years. The cost of the sale should be collected until the end of the second calendar year following the year of the sale.

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NOTE 31 – INCOME TAXES (Continued)**Russian Federation**

The corporate tax rate effective in the Russian Federation is 20% (2013: 20%).

The Russian tax year is the calendar year and fiscal year ends other than the calendar year end are not applicable in the Russian Federation. The income taxes over gains are calculated annually. Tax payments are made monthly or depending on tax payer's discretion, it can be made monthly or quarterly by using different calculation methods. Corporate tax declarations are given until 28th of March following the fiscal year end.

According to the Russian Federation's tax legislation, financial losses can be carried forward for 10 years to be deducted from future taxable income. Restriction on the deductible financial losses has been revoked as of 2007. Maximum amount that can be deducted in any year is limited to 30% of the taxable income (2013:30%). Rights related to tax losses that have not been utilized in the related years are expired.

Tax can be refunded in practice; however, refund is generally available following the outcome of legal procedures. Consolidated tax reporting or tax payment of parent companies or subsidiaries is not allowed. In general, dividend payments that are paid to foreign shareholders are subject to 15% withholding tax. Based on bilateral tax agreements, withholding tax rate can be decreased.

The tax legislation of the Russian Federation is subject to various interpretations and changes frequently. The interpretation of tax legislation by tax authorities regarding the business of TME may differ from the management's interpretation.

The tax rates at 31 December 2014 applicable in the foreign countries, where the significant part of the Group's operations are performed, are as follows:

Country	Tax rates (%)
Germany ⁽¹⁾	28,0
Ukraine ⁽²⁾	18,0
Slovenia	17,0
Belarus	18,0
Kazakhstan	20,0
Netherland ⁽³⁾	25,0

⁽¹⁾ Corporate tax rate is applied as 15% for Germany. With an additional solidarity tax of 5,5% and municipal commerce tax varying in between 14% and 17% is also applied over the corporate tax.

⁽²⁾ From 1 January 2014 tax rate decreased from 19% to 18%. In 2015 it will decrease to 17% and to 16% in 2016

⁽³⁾ Tax rate is 20% for the tax base up to initial EUR 200.000, 25% for over EUR 200.000.

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NOTE 31 – INCOME TAXES (Continued)**Deferred tax**

The Group recognizes deferred tax assets and liabilities based upon temporary differences arising between their financial statements as reported under the POA's Financial Reporting Standards and the accounting treatment made in different reporting periods based on the applicable tax laws and the transfer of financial losses.

Deferred taxes are calculated on temporary differences that are expected to be realized or settled based on the taxable income in coming years under the liability method using tax rates enacted at the balance sheet dates.

Deferred tax assets and liabilities are presented in net in the consolidated financial statements of the Group, since they are presented in net in the financial statements of subsidiaries and joint ventures, which are each individual tax payers. Temporary differences deferred tax assets and deferred tax liabilities at the table below are presented based on gross amounts.

The composition of cumulative temporary differences and the related deferred tax assets and liabilities in respect of items for which deferred tax has been provided at 31 December 2014 and 31 December 2013 using the enacted tax rates is as follows:

	Cumulative temporary differences		Deferred tax assets/(liabilities)	
	31 December 2014	31 December 2013	31 December 2014	31 December 2014
The net difference between the book value and tax value of inventories, tangible and intangible assets	48.250	80.854	9.650	16.171
Carry forward tax losses	151.095	273.439	30.219	54.688
Provision for doubtful receivables	106.465	85.452	21.293	17.090
Provision for employment termination benefits and unused vacation	141.240	144.894	28.248	28.979
Derivative financial liabilities	-	2.440	-	488
Deferred financial income of trade receivables	965	2.638	193	528
Other	58.110	66.612	11.622	13.323
Deferred tax assets			101.225	131.267
Net differences between the tax base and carrying value of property, plant and equipment and inventories and intangible assets	(713.785)	(963.056)	(142.757)	(192.611)
Net differences between fair value of investment properties and tax value	(14.440)	(23.649)	(2.888)	(4.730)
Derivative financial assets	(455)	(839)	(91)	(168)
Deferred tax liabilities			(145.736)	(197.509)
Deferred tax liabilities, net			(44.511)	(66.242)

Conclusions of netting has been reflected to consolidated balance sheet of the Group, since separate taxpayer companies Doğan Holding, subsidiaries and joint ventures has booked their deferred tax assets and liabilities by netting in their financial statements that were prepared in accordance with the POA Financial Reporting Standards. Temporary differences and deferred tax assets and liabilities shown above have been prepared on the basis of gross values.

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NOTE 31-INCOME TAXES (Continued)

The Group recognized deferred tax assets over TL 151.095 of carry forward tax losses in the consolidated financial statements prepared in accordance with the POA's Financial Reporting Standards at 31 December 2014 (31 December 2013: TL 273.439). As of 31 December 2014 and 31 December 2013, the maturity analysis of carry forward tax losses is as follows:

	31 December 2014 ⁽¹⁾	31 December 2013
2014	-	(84.480)
2015	(40.324)	(35.250)
2016	(43.648)	(38.607)
2017 and after	(67.123)	(115.102)
	(151.095)	(273.439)

⁽¹⁾ Regarding the period, amount of accumulated past year financial loss according to the latest reducible years is presented accordingly within the scope of Law No. 6111.

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. As of 31 December 2014, the Group does not recognize deferred tax from carry forward tax losses amounted to TL 1.421.754 (31 December 2013: TL 1.178.884).

Movements for net deferred taxes for the periods ended at 31 December 2014 and 2013 are as follows:

	2014	2013
1 January	(66.242)	(87.226)
Deferred tax asset/(liability) resulted by fair value increase on financial asset	2.647	649
Current year income	(6.609)	21.541
Actuarial loss tax accounted under other comprehensive income	699	1.181
Acquisition of the entity under common control	-	2.247
Currency translation differences	24.430	(4.774)
Disposal of subsidiary	(250)	(102)
Other	814	242
31 December	(44.511)	(66.242)

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NOTE 31-INCOME TAXES (Continued)

The taxes on income reflected to the consolidated statement of profit or loss for the periods ended 31 December 2014 and 2013 are summarized below:

	1 January- 31 December 2014	1 January- 31 December 2013
Current	(35.400)	(113.387)
Deferred tax income/(expense)	(6.609)	21.541
Total Tax Expense	(42.009)	(91.846)

The reconciliation of the taxation on income in the consolidated statement of profit or loss for periods ended 31 December 2014 and 2013 and the tax calculated at the corporate tax rate based on the income before minority interests and taxation on income are as follows:

	2014	2013
Profit/(loss) before income taxes from continued operations	(269.629)	(49.618)
Current period tax expense calculated at 20%	53.926	9.924
Effect of tax loss from which deferred tax was calculated and subjected to discount in the current period	5.319	752
Expenses non-deductible/not subject to tax	(22.178)	(34.136)
Incomes not subject to tax	7.180	9.874
Carry forward losses for which no deferred tax asset was recognized	(53.520)	(77.828)
Differences arised from different tax rates	(4.112)	(7.855)
Goodwill impairment	(15.180)	-
Other	(13.444)	7.423
Tax Expense	(42.009)	(91.846)

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NOTE 32-EARNING/(LOSS) PER SHARE

Loss per share for each class of shares is described below:

	2014	2013
Net loss for the period	(224.970)	(38.140)
Weighted average number of shares with face value of TL 1 each	2.616.938	2.616.938
Loss per share (TL)	(0,086)	(0,015)
	2014	2013
Net profit/(loss) for the period from discontinuing operations	-	(11.751)
Net loss for the period from continuing operations	(224.970)	(26.389)
Weighted average number of shares with face value of TL 1 each	2.616.938	2.616.938
Loss per share from continuing operations (TL)	(0,086)	(0,011)
Loss per share from discontinuing operations (TL)	-	(0,004)

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NOTE 33-RELATED PARTY DISCLOSURES

For the purpose of accompanying consolidated financial statements, related parties are referred to as legal entities in which Doğan Holding directly or indirectly has participation, including any entities under joint control; real persons and/or legal entities that have direct or indirect control or joint control over the Company and their close family members (immediate family members) and legal entities having direct or indirect control or joint control by them and legal entities having significant effect over the Company or their key management personnel; Company's affiliates, subsidiaries and members of the BOD, key management and their close family member (immediate family members) and real persons and/or legal entities that are directly or indirectly controlled individually or jointly. As of 31 December 2014 and 31 December 2013, related party balances and transactions are described below:

i) Balances of related parties:**Short term receivables from related parties:**

	31 December 2014	31 December 2013
Ortadoğu Otomotiv Ticaret A.Ş. ("Ortadoğu Otomotiv") ⁽¹⁾	956	862
D Elektronik Şans Oyunları Yayıncılık A.Ş. ⁽²⁾	844	1.070
D Market Elektronik Hizmetler ve Ticaret A.Ş. ("D Market") ⁽²⁾	792	3.332
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. ("Doğan Burda")	387	223
Gas Plus Erbil Ltd.	196	291
Doğan ve Egmont Yayıncılık ve Yapımcılık Ticaret A.Ş. ("Doğan Egmont")	135	212
D Yapım Reklamcılık A.Ş.	88	83
Gümüştaş Madencilik	35	71
Doğan Portal ve Elektronik Ticaret A.Ş. ("Doğan Portal")	12	711
Aydın Doğan Vakfı	11	12
Altıncı Cadde Elektronik Ticaret A.Ş. ⁽²⁾	5	931
Delüks Elektronik Hizmetler ve Tic. A.Ş. ⁽³⁾	-	3.334
Doğan Elektronik Turizm Satış Pazarlama Hiz.ve Yay A.Ş. ⁽²⁾	-	1.037
Kandilli Gayr. Yat. Yön. İnş. Ve Tic. A.Ş.	-	722
Other	69	1.085
Total	3.530	13.976

⁽¹⁾ Receivables related to electricity sale of the Group.⁽²⁾ Receivables related to advertisement sale of the Group.⁽³⁾ Receivables related to vehicle rent service of the Group.

	31 December 2014	31 December 2013
Short term other receivables from related parties:		
Boyabat Elektrik ⁽¹⁾	24.264	1.390
Gümüştaş Madencilik ve Ticaret A.Ş. ⁽²⁾	-	4.395
Total	24.264	5.785

⁽¹⁾ The balance consists of advances given for electricity purchases.⁽²⁾ The balance consists of loan used by relevant related party of the Group.

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NOTE 33-RELATED PARTY DISCLOSURES (Continued)**i) Balances of related parties (continued):**

	31 December 2014	31 December 2013
Long term other receivables from related parties:		
Kandilli Gayrimenkul Yat.Yön. İnş.ve Tic. A.Ş. ("Kandilli")	18.312	-
Nakkaştepe Gayrimenkul	4.946	-
Total	23.258	-

Other non-current receivables from related parties consists of the payments, regarding the cost of real estates purchased by the subsidiaries founded to achieve the Group's real estate projects.

Short term trade payables to related parties:	31 December 2014	31 December 2013
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. ("Doğan Burda") ⁽¹⁾	10.682	33.785
Doğan ve Egmont Yayıncılık ve Yapımcılık Ticaret A.Ş. ("Doğan Egmont") ⁽²⁾	7.009	3.695
Other	649	1.047
Total	18.340	38.527

⁽¹⁾ The balance is the gross amount of the printing magazines purchase and receivables.

⁽²⁾ Payables related to printing magazine and book purchase of the Group.

ii) Transactions with related parties:**Service/product purchases:**

	31 December 2014	31 December 2013
Boyabat Elektrik Üretim ve Ticaret A.Ş. ⁽¹⁾	49.875	53.134
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. ("Doğan Burda") ⁽²⁾	27.536	37.393
Doğan ve Egmont Yayıncılık ve Yapımcılık Ticaret A.Ş. ("Doğan Egmont") ⁽³⁾	23.835	25.430
Ortadoğu Otomotiv Ticaret A.Ş. ⁽⁴⁾	12.114	13.777
Dergi Pazarlama Planlama ve Tic. A.Ş. ("DPP") ⁽⁵⁾	3.778	5.722
Adilbey Holding A.Ş. ⁽⁶⁾	3.721	2.674
Doğanlar Sigorta Aracılık Hizmetleri A.Ş.	1.359	3.656
Other	2.525	5.251
Total	124.743	147.037

⁽¹⁾ The balance is resulted from electricity purchases of the Group from Boyabat Elektrik Üretim ve Ticaret A.Ş.

⁽²⁾ The balance is resulted from magazine purchases of the Group from Doğan Burda.

⁽³⁾ The balance is resulted from books and magazine purchases of the Group from Doğan Egmont.

⁽⁴⁾ The balance is resulted from rental service purchase of the Group from Ortadoğu Otomotiv Ticaret A.Ş.

⁽⁵⁾ The balance is resulted from circulation planning and magazine marketing services purchases of the Group.

⁽⁶⁾ The balance is resulted from rent expenses of the Group to Adilbey Holding A.Ş.

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NOTE 33-RELATED PARTY DISCLOSURES (Continued)**ii) Balances of related parties (continued):****Product and service sales to related parties:**

	31 December 2014	31 December 2013
Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş. ("Doğan Burda") ⁽¹⁾	16.453	22.472
Doğan ve Egmont Yayıncılık ve Yapımcılık Ticaret A.Ş. ("Doğan Egmont") ⁽¹⁾	7.531	10.127
D-Market Elektronik Hizmetler ve Ticaret A.Ş. ⁽³⁾	7.455	7.044
Gas Plus Erbil Ltd. ⁽⁴⁾	2.482	945
Gümüştaş Madencilik	695	381
Adilbey Holding A.Ş.	363	842
Ortadoğu Otomotiv Ticaret A.Ş. ("Ortadoğu Otomotiv") ⁽²⁾	211	8.887
D Elektronik Şans Oyunları ve Yayıncılık A.Ş.	130	1.018
Delüks Elektronik Hizmetler ve Tic. A.Ş.	58	2.796
Other	3.358	3.430
Total	38.736	57.942

⁽¹⁾ The balance consists of raw material, printing and distribution services.⁽²⁾ Product and service sales of the Group to Ortadoğu Otomotiv Ticaret A.Ş. consist of the electricity sales.⁽³⁾ Product and service sales of the Group to D-Market Elektronik Hizmetler ve Ticaret A.Ş. consist of the raw material sale⁽⁴⁾ Service sales of the Group consists of the consultancy service provided to Gas Plus.**Financial Income:**

	31 December 2014	31 December 2013
Delüks Elektronik Hizmetler Ticaret A.Ş.	370	212
Kandilli Gayrimenkul Yat.Yön.İnş.ve Tic. A.Ş. ("Kandilli")	268	-
Nakkaştepe Gayrimenkul	85	-
Altıncı Cadde Elektronik Ticaret A.Ş.	94	-
Boyabat Elektrik Üretim ve Ticaret A.Ş.	-	13.241
Doğan Portal Ve Elektronik Tic. A.Ş.	-	458
Other	8	738
Total	825	14.649

Financial expense of the Group to the related parties is TL 3 as of the period ended by 31 December 2014.

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NOTE 33-RELATED PARTY DISCLOSURES (Continued)**ii) Transactions with related parties (Continued):**

Acquisition of property, plant and equipment and intangible assets:	2014	2013
Doğan Portal Ve Elektronik Tic. A.Ş.	888	-
D-Market Elektronik Hizmetler ve Ticaret A.Ş.	72	109
Adilbey Holding A.Ş.	-	154
Other	-	-
Total	960	263

Remuneration of the members of the Board of Directors and key management personnel:

Group determined member of the board of the directors, consultant of the board, group presidents and vice presidents, chief legal counsel, and directors key management personnel. The compensation of board members and key management personnel includes salaries, bonus, health insurance, communication and transportation and total amount of compensation is explained below:

	1 January- 31 December 2014	1 January- 31 December 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

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**Financial Enstruments and Financial Risk Management**

The Group's activities expose it to a variety of financial risks; these risks are credit risk, market risk including the effects of changes in debt and equity market prices, foreign currency exchange rates, fair value interest rate risk and cash flow interest rate risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group. The Group use derivative financial instruments in a limited manner to hedge these exposures.

Financial risk management is carried out by individual subsidiaries and joint ventures under the policies, which are approved of their Board of Directors within the limits of general principles set out by Doğan Holding.

a) Market Risk**a.1) Foreign currency risk**

The Group is exposed to foreign exchange risk through the impact of rate changes on the translation of foreign currency liabilities to local currency. These risks are monitored and limited by analyzing foreign currency position. TL equivalents of foreign currency denominated monetary assets and liabilities on 31 December 2014 and 31 December 2013 before consolidation adjustments and reclassifications are as follows:

The Group is exposed to foreign exchange risk arising primarily from the USD and EUR, the other currencies have no material impact.

	31 December 2014	31 December 2013
Assets	2.096.486	2.480.267
Liabilities	(2.314.937)	(2.004.626)
Off-balance sheet net derivative liabilities	460	(2.572)
Net foreign currency position	(217.991)	473.069

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**a.1) Foreign currency risk (Continued)**

Sensitivity analysis for currency risk as of 31 December 2014 and 31 December 2013 and foreign currency denominated asset and liability balances are summarized below:

31 December 2014

	TL Equivalent	USD	EUR	Other
1. Trade receivables	116.846	42.048	49.457	25.341
2a. Monetary Financial Assets (Cash,Banks included)	1.833.525	1.105.277	715.826	12.422
2b. Non-Monetary Financial Assets	622	-	-	622
3. Other	22.745	19.056	3.686	3
4. Current Assets (1+2+3)	1.973.738	1.166.381	768.969	38.388
5. Trade receivables	-	-	-	-
6a. Monetary Financial Assets	111.705	93.927	102	17.676
6b. Non-Monetary Financial Assets	-	-	-	-
7. Other	11.043	-	11.043	-
8. Non-Current Assets (5+6+7)	122.748	93.927	11.145	17.676
9. Total Assets (4+8)	2.096.486	1.260.308	780.114	56.064
10. Trade Payables	192.267	81.768	94.778	15.721
11. Financial Liabilities	775.660	432.094	343.566	-
12a. Other Monetary Financial Liabilities	47.642	2.421	18.745	26.476
12b. Other Non-Monetary Financial Liabilities	2.554	62	241	2.251
13. Current Liabilities (10+11+12)	1.018.123	516.345	457.330	44.448
14. Trade Payables	-	-	-	-
15. Financial Liabilities	1.295.500	250.214	1.045.286	-
16a. Other Monetary Financial Liabilities	1.314	1.314	-	-
16b. Other Non-Monetary Financial Liabilities	-	-	-	-
17. Non-Current Liabilities (14+15+16)	1.296.814	251.528	1.045.286	-
18. Total Liabilities (13+17)	2.314.937	767.873	1.502.616	44.448
19. Net asset/liability position of Off balance sheet derivatives (19a-19b)	460	460	-	-
19a. Off balance sheet foreign Currency derivative assets	464	464	-	-
19b. Off balance sheet foreign Currency derivative liabilities	4	4	-	-
20. Net Foreign currency asset/(liability) position (9-18+19)	(217.991)	492.895	(722.502)	11.616
21. Net foreign currency asset/(liability) position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	(250.307)	473.441	(736.990)	13.242

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*a.1) Foreign currency risk (continued)***31 December 2013**

	TL Equivalent	USD	EUR	Other
1. Trade receivables	153.655	74.960	54.638	24.057
2a. Monetary Financial Assets (Cash,Banks included)	2.003.342	1.128.805	841.550	32.987
3. Other	-	-	-	-
4. Current Assets (1+2+3)	2.156.997	1.203.765	896.188	57.044
5. Trade receivables	15.812	13.585	2.227	-
6a. Monetary Financial Assets	307.458	133.445	154.505	19.508
6b. Non-Monetary Financial Assets	-	-	-	-
7. Other	-	-	-	-
8. Non-Current Assets (5+6+7)	323.270	147.030	156.732	19.508
9. Total Assets (4+8)	2.480.267	1.350.795	1.052.920	76.552
10. Trade Payables	126.988	81.174	26.669	19.145
11. Financial Liabilities	886.833	727.702	159.131	-
12a. Other Monetary Financial Liabilities	43.849	1.212	9.071	33.566
12b. Other Non-Monetary Financial Liabilities	30.478	116	28.291	2.071
13. Current Liabilities (10+11+12)	1.088.148	810.204	223.162	54.782
14. Trade Payables	-	-	-	-
15. Financial Liabilities	909.311	737.960	171.351	-
16a. Other Monetary Financial Liabilities	7.167	-	7.166	1
16b. Other Non-Monetary Financial Liabilities	-	-	-	-
17. Non-Current Liabilities (14+15+16)	916.478	737.960	178.517	1
18. Total Liabilities (13+17)	2.004.626	1.548.164	401.679	54.783
19. Net asset/liability position of Off balance sheet derivatives (19a-19b)	(2.572)	10.672	(13.244)	-
19a. Off balance sheet foreign Currency derivative assets	77.128	46.955	30.173	-
19b. Off balance sheet foreign Currency derivative liabilities	79.700	36.283	43.417	-
20. Net Foreign currency asset/(liability) position (9-18+19)	473.069	(186.697)	637.997	21.769
21. Net foreign currency asset/(liability) position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	506.119	(197.253)	679.532	23.840

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*a.1) Foreign currency risk (continued)*

As of 31 December 2014 and 31 December 2013, foreign currency denominated asset and liability balances were converted with the following exchange rates: TL 2,3189 = USD 1 and TL 2,8207= EUR 1 (2013: TL 2,1343 = USD 1 and TL 2,9365 = EUR 1).

31 December 2014	Income/Loss	
	Foreign currency appreciate	Foreign currency depreciate
If the USD had changed by 10% against the TL		
1-USD net (liabilities)/assets	49.290	(49.290)
2-Hedging amount of USD (-)	-	-
3-USD net effect on (loss)/income (1+2)	49.290	(49.290)
If the EUR had changed by 10% against the TL		
4-EUR net (liabilities)/assets	(72.250)	72.250
5-Hedging amount of USD (-)	-	-
6-USD net effect on (loss)/income (4+5)	(72.250)	72.250
If the Other Currencies had changed by 10% against the TL		
7-Other net (liabilities)/assets	1.162	(1.162)
8-Hedging amount of Other (-)	-	-
9-Other net effect on (loss)/income (7+8)	1.162	(1.162)
TOTAL (3+6+9)	(21.798)	21.798

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*a.1) Foreign currency risk (continued)*

31 December 2013	Income/Loss	
	Foreign currency appreciate	Foreign currency depreciate
	If the USD had changed by 10% against the TL	
1-USD net (liabilities)/assets	(18.670)	18.670
2-Hedging amount of USD (-)	-	-
3-USD net effect on (loss)/income (1+2)	(18.670)	18.670
	If the EUR had changed by 10% against the TL	
4-EUR net (liabilities)/assets	63.800	(63.800)
5-Hedging amount of USD (-)	-	-
6-USD net effect on (loss)/income (4+5)	63.800	(63.800)
	If the Other Currencies had changed by 10% against the TL	
7-Other net (liabilities)/assets	2.177	(2.177)
8-Hedging amount of other (-)	-	-
9-Other net effect on (loss)/income (7+8)	2.177	(2.177)
TOTAL (3+6+9)	47.307	(47.307)

*a.2) Interest rate risk**-Publishing/Broadcasting*

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing liabilities and assets. These exposures are managed using natural hedges that arise from offsetting interest rate sensitive assets and liabilities and by limited use of derivative instruments.

Borrowings issued at floating rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rate expose the Group to fair value interest rate risk. As of 31 December 2014 and 31 December 2013, the Group's borrowings at floating rates are predominantly denominated in USD and EUR.

-Other

Other operating segments are exposed to interest rate risk because of financial liabilities of these segments. Financial obligations in this segment are mainly composed of floating rate borrowings.

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**a.2) Interest rate risk (Continued)**

On 31 December 2014, if interest rates on USD denominated borrowings had been higher/lower by 100 basis points with all other variables held constant, loss before income taxes would have been TL 1.910 (31 December 2013: TL 7.196) higher, mainly as a result of high interest expense on floating rate borrowings.

On 31 December 2014, if interest rates on Euro denominated borrowings had been higher 100 basis points with all other variables held constant, loss before income taxes would have been TL 4.020 (31 December 2013: TL 3.524) higher/lower, mainly as a result of high interest expense on floating rate borrowings.

The table presenting Company's fixed and floating rate financial instruments is shown below:

	31 December 2014	31 December 2013
Financial instruments with fixed rate		
Financial assets		
-Banks (Note 6)	1.759.236	1.772.662
-Financial investments (Note 7)	118.639	139.508
Financial liabilities (Note 8)	1.508.053	988.748
Financial instruments with floating rate		
Financial liabilities (Note 8)	595.132	1.107.172

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*a.2) Interest rate risk (continued)*

The analysis of average annual interest rate (%) of financial assets and liabilities of the Group is as follows:

	31 December 2014			31 December 2013		
	USD	EUR	TL	USD	EUR	TL
Assets						
Cash and cash equivalents	0,15-3,00	0,05-10	5-11,50	0,35-6,00	0,20-6,75	5,98-10,16
Financial investments	6,29	-	12,08	6,46	5,64	9,58
Liabilities						
Financial Liabilities	1-6,25	2,8-5,71	0-13,75	3,00-6,55	3,25-5,71	0-10,20

The distribution of sensitivity to interest rates about the period for repricing of financial assets and liabilities is as follows:

31 December 2014	Up to 3 months	3 months-1 year	1-5-years	Over 5 years	Free of Interest	Total
Assets						
Cash and cash equivalents (Note 6)	1.759.236	-	-	-	407.674	2.166.910
Financial investments (Note 7)	-	-	88.773	-	29.866	118.639
Total	1.759.236	-	88.773	-	437.540	2.285.549
Short and long term financial liabilities (Note 8) ⁽¹⁾	-	913.387	1.189.798	-	-	2.103.185
Other financial liabilities (Note 8)	-	178.490	602.629	-	-	781.119
Total	-	1.091.877	1.792.427	-	-	2.884.304
31 December 2013	Up to 3 months	3 months-1 year	1-5-years	Over 5 years	Free of Interest	Total
Assets						
Cash and cash equivalents (Note 6)	1.772.662	-	-	-	443.699	2.216.361
Financial investments (Note 7)	-	-	136.465	-	3.043	139.508
Total	1.772.662	-	136.465	-	446.742	2.355.869
Short and long term financial liabilities (Note 8) ⁽¹⁾	-	1.038.948	1.059.439	-	-	2.098.387
Other financial liabilities (Note 8)	-	199.365	183.182	-	-	382.547
Total	-	1.238.313	1.242.621	-	-	2.480.934

⁽¹⁾ Bank borrowings are included in the interest rate sensitivity regarding the remaining time to repricing of financial borrowings.

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk

Credit risk involves the risk that counterparties may be unable to meet the terms of their agreements. These risks are monitored by credit ratings and by limiting the aggregate risk to any individual counterparty. The credit risk is generally highly diversified due to the large number of entities comprising the customer bases and their dispersion across many different industries.

The Group's credit risk of financial instruments as of 31 December 2014 is as follows:

	Trade Receivables			Other receivables			Cash and cash equivalents
	Related Party	Other	Related Party	Other	Related Party	Other	
Maximum net credit risk as of balance sheet date	3.530	882.810	47.522	42.539	1.947.048		
-The part of maximum risk under guarantee with collateral	-	84.530	-	14.969	-		-
A. Net book value of neither past due nor impaired financial assets	3.530	655.584	47.522	42.539	1.947.048		
-Guaranteed amount by collateral	-	48.299	-	14.969	-		-
B. Book value of restructured otherwise accepted as past due and impaired financial assets	-	-	-	-	-		-
C. Net book value of past due but not impaired assets (Note 9)	-	227.226	-	-	-		-
-Guaranteed amount by collateral (Note 9)	-	36.231	-	-	-		-
D. Impaired asset net book value	-	-	-	-	-		-
-Past due (gross amount) (Note 9, 19)	-	268.953	-	1.903	-		-
-Impairment (-) (Note 9, 19)	-	(268.953)	-	(1.903)	-		-
-Net value collateralized or guaranteed part of net value	-	-	-	-	-		-
-Not overdue (gross amount)	-	-	-	-	-		-
-Impairment (-)	-	-	-	-	-		-
-Net value collateralized or guaranteed part of net value	-	-	-	-	-		-

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

The Group's credit risk of financial instruments as of 31 December 2013 is as follows:

	Trade receivables			Other receivables			Cash and Cash equivalents
	Related Party	Other	Related Party	Related Party	Other		
Maximum net credit risk as of balance sheet date	13.976	791.066	5.785	132.411	1.994.586		
-The part of maximum risk under guarantee with collateral	-	74.221	-	78	-		
A. Net book value of neither past due nor impaired financial assets	13.976	609.364	5.785	132.411	1.994.586		
-Guaranteed amount by collateral	-	41.482	-	78	-		
B. Book value of restructured otherwise accepted as past due and impaired financial assets	-	-	-	-	-		
C. Net book value of past due but not impaired assets (Note 9)	-	181.702	-	-	-		
-Guaranteed amount by collateral (Note 9)	-	32.739	-	-	-		
D. Impaired asset net book value	-	-	-	-	-		
-Past due (gross amount) (Note 9,19)	-	232.160	-	1.954	-		
-Impairment (-) (Note 9, 19)	-	(232.160)	-	(1.954)	-		
-Net value collateralized or guaranteed part of net value	-	-	-	-	-		
-Not overdue (gross amount)	-	-	-	-	-		
-Impairment (-)	-	-	-	-	-		
-Net value collateralized or guaranteed part of net value	-	-	-	-	-		

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NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**b) Credit risk (continued)**

The aging of the receivables of the Group, which are past due but not impaired including related party balances by taking into consideration past due dates are as follows:

	31 December 2014		31 December 2013	
	Related Party	Other Receivables	Related Party	Other Receivables
1-30 days overdue	-	94.927	-	66.637
1-3 months overdue	-	81.451	-	64.463
3-12 months overdue	-	34.210	-	37.296
1-5 years overdue	-	16.638	-	13.306
Total	-	227.226	-	181.702
Guaranteed amount by collateral				
Publishing	-	27.363	-	28.383
Retail	-	-	-	-
Energy	-	-	-	-
Other	-	8.868	-	4.356
Total	-	36.231	-	32.739

c) Liquidity risk

Conservative liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims maintaining flexibility in funding by keeping committed credit lines available.

As of 31 December 2014 and 31 December 2013, undiscounted cash flows of financial liabilities based on the agreement maturities are as follows:

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DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**c) Liquidity risk (continued)**

31 December 2014	Book value	Contractual undiscounted cash flow	Less than 3 months	3-12 months	1-5 years	Over 5 years
Non-derivative financial liabilities						
Short and long term financial borrowings (Note 8)	2.103.185	2.486.823	769.536	337.813	1.217.174	162.300
Trade payables (Note9)	596.527	599.543	486.758	112.785	-	-
Other financial liabilities (Note8)	781.119	818.499	178.682	-	639.817	-
Other payables (Note10)	70.378	76.544	39.381	16.880	20.281	-
Trade payables to related parties (Note33)	18.340	18.340	18.340	-	-	-
Short-term provisions regarding employee benefits (Note22)	39.846	39.846	-	39.846	-	-
Payables regarding employee benefits (Note22)	8.779	8.779	-	8.779	-	-
Other short term provisions (Note17)	44.809	44.809	-	44.809	-	-
	3.662.983	4.093.181	1.492.697	560.912	1.877.272	162.300

31 December 2013	Book value	Contractual undiscounted cash flow	Less than 3 months	3-12 months	1-5 years	Over 5 years
Non-derivative financial liabilities						
Short and long term financial borrowings (Note 8)	2.098.387	2.323.923	530.908	562.567	1.064.522	165.926
Trade payables (Note 9)	498.152	503.841	358.455	144.101	1.285	-
Other financial liabilities (Note 8)	382.547	436.758	202.042	19.950	214.766	-
Other payables (Note 10)	68.222	69.184	39.015	15.011	14.196	962
Trade payables to related parties (Note 33)	38.527	38.527	38.476	51	-	-
Short-term provisions regarding employee benefits (Note 22)	41.373	41.373	-	41.373	-	-
Payables regarding employee benefits (Note 22)	26.399	26.399	-	26.399	-	-
Other short term provisions(Note 17)	31.581	31.581	-	3.059	28.522	-
	3.185.188	3.471.586	1.168.896	812.511	1.323.291	166.888

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

d) Fair value of financial instruments

Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by a quoted market price, if one exists.

The estimated fair values of financial instruments are determined by the Group, using available market information and appropriate valuation methodologies for each segment of the Group. However, judgment is necessarily required to interpret market data to estimate the fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Group could realize in a current market exchange.

The following methods and assumptions are used in the estimation of the fair value of the financial instruments for which it is practicable to estimate fair value:

Monetary assets

The fair values of balances denominated in foreign currencies, which are translated at the period end exchange rates, are considered to approximate carrying value.

The fair values of certain financial assets carried at cost, including fair values of cash and due from banks are considered to approximate their respective carrying values due to their short-term nature.

The carrying values of trade receivables along with the related allowances for collectability are estimated to be at their fair values.

The carrying values of trade receivables along with the related allowances for collectability are estimated to be at their fair values.

Monetary liabilities

The fair value of bank borrowings and other monetary liabilities are considered to approximate their respective carrying values due to their short-term nature.

Long-term borrowings, which are principally at variable rates, and denominated in foreign currencies, are translated at the period-end exchange rates and accordingly, their fair values approximate their carrying values.

Trade payables are disclosed at their amortised cost using the effective interest rate method and accordingly their carrying amounts approximate their fair values.

e) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the net liability/total equity ratio. Net liability is calculated as the total liability less cash and cash equivalents, derivative instruments and tax liabilities. Total equity is calculated as the total of net liability and the equity as shown in the consolidated balance sheet.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 34-FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**e) Capital risk management (continued)**

The net liability/total equity ratio on 31 December 2014 and 31 December 2013 is summarized below:

	31 December 2014	31 December 2013
Total liability ⁽¹⁾	3.809.846	3.368.290
Less: Cash and cash equivalents (Note 6)	(2.166.910)	(2.216.361)
Net liability	1.642.936	1.151.929
Equity attributable to equity holders of the parent company	2.755.219	3.250.187
Total equity	4.398.155	4.402.116
Net liability/Total equity ratio	%37	%26

⁽¹⁾ The amounts are calculated by deducting income tax payable, derivative financial instruments and deferred tax liability accounts from total liability.

NOTE 35-FINANCIAL INSTRUMENTS**Fair value of financial instruments**

The fair values of financial assets and financial liabilities are determined as follows:

- Level 1: The fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices
- Level 2: The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions;
- Level 3: The fair value of the financial assets and financial liabilities is determined in accordance with the unobservable current market data.

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 35-FINANCIAL INSTRUMENTS (Continued)

Based on the fair value hierarchy, the Group's financial assets and liabilities are categorized as follows:

		Fair value at reporting date		
	31 December	1. Level	2. Level	3. Level
Financial assets	2014	TL	TL	TL
Financial assets at FVTPL				
trading securities				
trading derivatives				
derivative instruments (Note 21)	464	-	464	-
Bonds and bills (Note 7)	88.773	88.773	-	-
Total	89.237	88.773	464	-
Financial liabilities				
Financial liabilities at FVTPL				
trading securities				
trading derivatives				
derivative instruments (Note 21)	4	-	4	-
Other financial liabilities	-	-	-	-
Total	4	-	4	-

		Fair value at reporting date		
	31 December	1. Level	2. Level	3. Level
Financial assets	2013	TL	TL	TL
Financial assets at FVTPL				
trading securities	-	-	-	-
trading derivatives	-	-	-	-
derivative instruments (Note 21)	839	-	839	-
Bonds and bills (Note 7)	136.465	136.465	-	-
Total	137.304	136.465	839	-
Financial liabilities				
Financial liabilities at FVTPL				
trading securities				
trading derivatives				
derivative Instruments (Note 21)	2.440	-	2.440	-
Other financial liabilities (Note 8, 17)	16.155	-	-	16.155
Total	18.595	-	2.440	16.155

CONVENIENCE TRANSLATION OF CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2014**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise indicated. Currencies other than TL, expressed in thousands unless otherwise indicated.)

NOTE 36 – SUBSEQUENT EVENTS**Acquisitions on January 2015 in the scope of DTV Put Option I**

In accordance with the "Share Purchase" and the "Shareholders Agreements" dated 19 November 2009 signed between Doğan Şirketler Grubu Holding A.Ş., the Group's direct subsidiaries, Doğan Yayın Holding A.Ş. (which has ceased due to dissolution without liquidation) Doğan TV Holding A.Ş. and Commerz-Film GmbH and that has been amended on various dates, which has been explained in Note 17 in detail, and within the scope of Commerz-Film GmbH's right to exercise the sale option, Commerz-Film GmbH's 2,65333% share of Doğan TV Holding A.Ş., which has the paid-in capital of TL 1.360.016 corresponding to 36.085.711 (exact) Group "B" registered certificates of registered share with a nominal value of TL 1 (exact) has been acquired and taken over by Doğan Şirketler Grubu Holding A.Ş. in return for EUR 63.347 in cash and in advance. After the transaction Doğan Holding's direct share in Doğan TV Holding has become 87,87%.

Purchase of the shares of Aytemiz Akaryakıt Dağıtım A.Ş.

On January 29, 2015, Doğan Enerji, the Group's direct subsidiary, has signed the the "Share Purchase and Shareholders Agreement" to acquire and take over 100.000.000 (exact) share certificates with a nominal value of TL 100.000.000 representing 50% of shares of Aytemiz Akaryakıt Dağıtım A.Ş., which has 200.000.000 (exact) share certificates with a nominal value of TL 200.000.000 (exact) representing the paid in capital of TL 200.000.000 (exact), for TL 152.000.000 (exact) in cash and in advanced on the condition that the "closing terms" are met.

On the "Share Purchase Date" following the "Closing Date" on which Closing Terms are met, the paid-in capital of Aytemiz Akaryakıt Dağıtım A.Ş., which is TL 200.000.000 (exact), will be increased to TL 454.000.000 (exact) through the full cash payment. In the capital increased by TL 254.000.000 (exact), all the new share acquisition rights which correspond to the contribution share of the Group's direct subsidiary, Doğan Enerji Yatırımları ve Ticaret A.Ş. will be used in cash and in advance amounting to TL 127.000.000 (exact) by Doğan Enerji Yatırımları ve Ticaret A.Ş. Likewise, other shareholders (Aytemiz) will participate in the capital increase, as per their shares, in cash and in advance.

The Board of Directors of Aytemiz Akaryakıt Dağıtım A.Ş. will be constituted by 7 members and the majority of these members (4 members) will be elected through being nominated by the Group's direct subsidiary, Doğan Enerji Yatırımları Sanayi ve Ticaret A.Ş. Aytemiz Akaryakıt Dağıtım A.Ş. will be the legal holder of 100% control of Aytemiz Gaz A.Ş. and Aksu Doğal Gaz İletim A.Ş. latest as of the "Share Purchase Date". As the management control of Aytemiz Akaryakıt Dağıtım A.Ş. will be held by Doğan Enerji Yatırımları ve Ticaret A.Ş., the activity results of Aytemiz Akaryakıt Dağıtım A.Ş. will be consolidated with the "full consolidation" method in the financial statement of our direct subsidiary, Doğan Enerji Yatırımları ve Ticaret A.Ş. and the Group.

Approval of Financial Statements

Consolidated financial statements prepared for the period ended as of 31 December 2014 are approved by the Management on 9 March 2015. The financial statements cannot be changed or modified by others other than the Management.



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