

DOĞAN YAYIN HOLDİNG A.Ş.**MINUTES OF ANNUAL ORDINARY MEETING OF
THE GENERAL ASSEMBLY OF SHAREHOLDERS,
HELD ON 11.05.2010**

The 2009 Annual Ordinary Meeting of the General Assembly of Shareholders of Doğan Yayın Holding A.Ş. is held at the address of Altunizade Mahallesi, Oymacı Sokak, No. 15/1 Üsküdar / İstanbul at 11:00 hrs on Tuesday, 11th of May, 2010 with presence and under supervision of Mr. Tuncay Çalışkan, Ministry Commissioner, appointed by a letter of assignment, no. 28519, dated 10.05.2010, of the İstanbul Provincial Directorate of Industry and Commerce.

It is noted that the meeting advertisements are published in the edition 7546 of the Turkish Trade Registry Gazette on 19.04.2010 and in editions of Milliyet Newspaper on 19.04.2010 and of Referans Newspaper on 19.04.2010.

Upon understanding from the List of Attendants that 533,019,922 shares out of total 802,000,000 shares representing the Company capital of TL 802,000,000 are represented in the meeting, 514,602,848 shares being represented in person, and 18,417,074 shares being represented by proxy, and thus, the meeting quorum specified both in the Laws and in the Articles of Association is reached, and the meeting is attended by the Director Mr. Ahmet Toksoy and by a member of the Board of Auditors, Mr. Erdem Seçkin, the meeting is permitted by the Ministry Commissioner to be opened for discussion of agenda topics.

1. Resolved in unanimity to elect Mr. Ahmet Toksoy Çağa as the Chairman, Ms Selma Uyguç as the Vote-Collector and Ms Yasemin Yatmaz as the Secretary of the meeting.
2. The Chairmanship Committee is hereby authorized in unanimity to sign the meeting minutes in the name of the General Assembly of Shareholders.
3. The Board of Directors' Annual Report, the Independent Audit Firm's Letter of Opinions, the Financial Report, and the balance sheet and the income statement relating to the accounting period of 01.01.2009 – 31.12.2009 are read by the Director Mr. Ahmet Toksoy, and the Report of Statutory Auditors is read by Mr. Erdem Seçkin, and they are discussed, and separately voted and approved by majority of votes with 531,665,590 affirmative votes against 141,086 negative votes of Ohio School Employees Retirement System and against a total of 1,213,246 abstaining votes, comprised of 886,011 abstaining votes of Ishares MSCI Turkey Investable Market Index Fund and 116,870 abstaining votes of Emerging Markets Small Capitalization Equity Index Non-Lendable Fund and 34,774 abstaining votes of Emerging Markets Small Capitalization Equity Index Non-Lendable Fund-B and 175,591 abstaining votes of California Public Employees Retirement System.
4. It is hereby resolved by majority of votes with 532,878,836 affirmative votes against 141,086 negative votes of Ohio School Employees Retirement System separately to release individually all members of the Board of Directors from liabilities relating to their activities, decisions and acts committed or taken in the accounting period of 01.01.2009 - 31.13.2009, providing that the Directors did not use their voting rights as to their own release, and it is further resolved by majority of votes with 532,878,836 affirmative votes against 141,086 negative votes of Ohio School Employees Retirement System separately to release individually both Internal Auditors from liabilities relating to their activities, decisions and acts committed or taken in the accounting period of 01.01.2009 - 31.13.2009.
5. The proposal of the Board of Directors relating to distribution of profit of the accounting period of 01.01.2009 – 31.12.2009 is read by the Director Mr. Ahmet Toksoy. In summary, it is noted and stated that according to our Company's financial statements prepared and issued on consolidated basis in accordance with the International Financial Reporting Standards, "taking into consideration the 'total tax expenses of the period' and the 'deferred tax expenses' and the shares outside the parent partnership, a Consolidated Net Loss of Period of TL 343,030,898 is incurred, therefore, no profit can be distributed for the accounting period of 01.01.2009 – 31.12.2009

pursuant to the regulations of the Capital Markets Board pertaining to distribution of profit; and on the other hand, the 'Profit of Period' shown in financial records of our Company kept in accordance with and as a requirement of the pertinent provisions of the Turkish Commercial Code and the Taxation Procedures Code is TL 30,580,636, and by and upon deduction of the corporate income tax payable thereon and upon setting aside 'I. Rank of Legal Reserves' there from pursuant to the provisions of Article 466/1 of the Turkish Commercial Code, the remaining Profit of Period of TL 23,142,226 is proposed to be transferred to the "extraordinary reserve funds". Thus, the proposal of the Board of Directors relating to profit distribution is presented to the votes of our shareholders and it is approved in unanimity.

6. Then the Chairman took the floor, and announced the nominees for the Board of Directors, and read the curriculum vitae of and gave information about Arzuhan Yalçındağ and İmre Barmanbek both nominated to the Board of Directors. Thereafter, it is hereby resolved in unanimity that the full number of members of the Board of Directors be 7 (seven) and that:

- Out of shareholders:
 - **Arzuhan Yalçındağ**, T.R. identity number 32848439988, resident at the address of Kandilli Mahallesi, Göksu Caddesi, No. 24, Üsküdar/Istanbul, who has so far delivered to the Company a statement of acceptance to be nominated to the Board of Directors; and
- Representatives and nominees of Doğan Şirketler Grubu Holding A.Ş.:
 - **Mehmet Ali Yalçındağ**, T.R. identity number 32902438124, resident at the address of Kandilli Mahallesi, Göksu Caddesi, No. 24, Üsküdar/Istanbul, who has so far delivered to the Company a statement of acceptance to be nominated to the Board of Directors; and
 - **Soner Gedik**, T.R. identity number 51823140588, resident at the address of İstinye Mahallesi, Balabandere Caddesi, Bay İstinye Konakları, No. 50 A/1, Sarıyer/Istanbul, who has so far delivered to the Company a statement of acceptance to be nominated to the Board of Directors; and
 - **Ertuğrul Özkök**, T.R. identity number 46135400520, resident at the address of Beykoz Konakları Sitesi, No. 246, D:C-47, Beykoz/Istanbul, who has so far delivered to the Company a statement of acceptance to be nominated to the Board of Directors; and
 - **Ahmet Toksoy**, T.R. identity number 35954080396, resident at the address of Hamidiye Mahallesi, Barışyolu Caddesi, Ağaoğlu My Country, B1/1, Çekmeköy, Ümraniye/Istanbul, who is personally present in the meeting and has verbally declared his acceptance to be nominated to the Board of Directors; and
 - **İmre Barmanbek**, T.R. identity number 30940873464, resident at the address of Orhantepe Mahallesi, Sardunya Sokak, No. 3, Kartal/Istanbul, who has so far delivered to the Company a statement of acceptance to be nominated to the Board of Directors; and
- as the Independent Director:
 - **Hubert Dietrich Burda**, tax identity number 3130541874, resident in Offenburg/Germany

be elected to the Board of Directors for a term of office until the annual ordinary meeting of the General Assembly of Shareholders where the accounts and business activities and operations of the accounting period of 01.01.2010 – 31.12.2010 will be discussed, by majority of votes by 532,149,011 affirmative votes against a total of 870,911 negative votes, comprised of 700,000 negative votes of Eastern European Equity Fund, and 141,086 negative votes of Ohio School

Employees Retirement System, and 29,825 negative votes of Queensland Investment Corporation.

7. Resolved in unanimity to elect **Bilen Böke**, T.R. identity number 11551129836, resident at the address of Göktürk Merkez Mahallesi, Harmanlar Caddesi, Sedir Evler Sokak, No. 70/1 Eyüp/Istanbul, and **Erdem Seçkin**, T.R. identity number 15401510300, resident at the address of Göktürk Merkez Yücel Sokak 4?a/1 Blok Aytek Evleri 15 Eyüp/Istanbul, both of whom are personally present in the meeting and have verbally stated their acceptance to be nominated, be elected as the statutory auditors of the Company for a term of office until the annual ordinary meeting of the General Assembly of Shareholders where the accounts and business activities and operations of the accounting period of 01.01.2010 – 31.12.2010 will be discussed.
8. Resolved by majority of votes by 532,878,836 affirmative votes against 141,086 negative votes of Ohio School Employees Retirement System to pay a net monthly wage of 10,000 TL to the Chairman of the Board of Directors, and a net monthly wage of 8,000 TL to the Vice Chairman of the Board of Directors, and a net monthly wage of 7,000 TL to each of the members of the Board of Directors, and a net monthly wage of 4,000 TL to each of the members of the Board of Auditors, and not to pay any additional wage or remuneration to the Directors who will take office in and be members of the Committees to be appointed and organized in accordance with the Articles of Association of our Company.
9. Noting that within the frame of the regulations of Capital Markets and legislative arrangements of the Capital Markets Board, the Board of Directors has selected DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Audit Firm of the Company for independent and external audit of the financial statements of the interim accounting period of 01.01.2010 – 30.06.2010 and of the yearly financial statements of the accounting period of 01.01.2010 – 31.12.2010, it is resolved by majority of votes by 532,878,836 affirmative votes against 141,086 negative votes of Ohio School Employees Retirement System to approve such selection and the Independent Audit Agreement to be signed in relation therewith.
10. Within the frame of the provisions of Article 28 of the Articles of Association of our Company, the motion for authorization of the Board of Directors to make donations and endowments in an amount in excess of 1% of total assets of the Company and to give all kinds of guarantees and collaterals as per Articles 3 and 4 of the Articles of Association of our Company until the annual ordinary meeting of the General Assembly of Shareholders where the activities and accounts of the accounting period of 01.01.2010 – 31.12.2010 will be discussed is presented to the vote of shareholders, and upon voting, the motion is approved by majority of votes with 530,770,817 affirmative votes against a total of 2,249,105 negative votes, comprised of 116,350 negative votes of Master Trust Bank of Japan Ltd., and 700,000 negative votes of Eastern European Equity Fund, and 141,086 negative votes of Ohio School Employees Retirement System, and 29,825 negative votes of Queensland Investment Corporation, and 48,598 negative votes of IBM Savings Plan, and 886,011 negative votes of Ishares MSCI Turkey Investable Market Index Fund, and 116,870 negative votes of Emerging Markets Small Capitalization Equity Index Non-Lendable Fund, and 34,774 negative votes of Emerging Markets Small Capitalization Equity Index Non-Lendable Fund-B, and 175,591 negative votes of California Public Employees Retirement System.
11. Within the frame of the provisions of Article 10 of the Articles of Association of our Company, the motion for authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness up to the threshold amount permitted by the Turkish Commercial Code, the Capital Markets Law, the regulations on Capital Markets and other applicable laws and regulations with a prior consent of the Capital Markets Board, and to determine and manage the timing and conditions of issue, until the annual ordinary meeting of the General Assembly of Shareholders where the activities and accounts of the accounting period of 01.01.2010 – 31.12.2010 will be discussed is presented to the vote of shareholders, and upon voting, the motion is approved by majority of votes with 530,770,817 affirmative votes against a total of 2,249,105 negative votes, comprised of 116,350 negative votes of Master Trust Bank of Japan Ltd., and 700,000 negative votes of Eastern European Equity Fund, and 141,086 negative votes of Ohio School Employees Retirement System, and 29,825 negative votes of Queensland Investment Corporation, and 48,598 negative votes of IBM Savings Plan, and 886,011 negative votes of Ishares MSCI Turkey Investable Market Index Fund, and 116,870 negative votes of Emerging

Markets Small Capitalization Equity Index Non-Lendable Fund, and 34,774 negative votes of Emerging Markets Small Capitalization Equity Index Non-Lendable Fund-B, and 175,591 negative votes of California Public Employees Retirement System.

12. Resolved in unanimity to authorize the Directors to deal with and engage in the duties and works enumerated in Articles 334 and 335 of the Turkish Commercial Code.
13. As per Article 13 of the meeting agenda, our shareholders are informed about various issues. Accordingly, the Director Mr. Ahmet Toksoy gave the following presentation to the General Assembly of Shareholders in summary: "Our Company has not made any donations and grants to foundations and associations and public entities and institutions for charitable purposes during the accounting period of 01.01.2009 – 31.12.2009. During the subject period, no interest has been conferred upon our Company's shareholders or third parties by establishing mortgages, pledges or liens or giving guarantees in favor of them. As for the year 2010 and subsequent years, our Company determines and takes its profit distribution decisions by considering the pertinent provisions of the Turkish Commercial Code, the Capital Markets Legislation, the Legislative Arrangements and Decisions of the Capital Markets Board (CMB), the Corporate Tax and Income Tax and other relevant applicable laws and regulations, our Articles of Association, and our Profit Distribution Policy." Then the Decision no. 37/1095 dated 24.12.2009 of the Capital Markets Board is read and reported to our shareholders.

Having no other agenda topic to be discussed, the meeting is closed by the Meeting Chairman.

This Memorandum of Meeting is prepared, issued and signed at the meeting site on 11.05.2010.

Ministry of Industry and Commerce
Commissioner
Tuncay Çalışkan

Meeting Chairman
Ahmet Toksoy

Vote-Collector
Selma Uyguç

Secretary
Yasemin Yatmaz