

**INFORMATION DOCUMENT
FOR
THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY FOR THE YEAR 2005**

The ordinary general assembly of our company for the year 2005 will be held at our head office address “Hürriyet Medya Towers, Güneşli / İstanbul” at 11:00 am on 29 May 2005.

Our valuable shareholders are requested to receive their admission cards from our company and to attend the General Assembly meeting in person or by proxy until latest the end of work hour on 26 May 2006.

Unless otherwise agreed by the General Assembly, our shareholders who do not have admission cards will not be able to attend as per Article 25 of the Articles of Association, unless otherwise resolved to the contrary by the General Assembly, our shareholders who have not received admission card will not be able to vote and speak in the meeting.

As per the decision dated 10 March 2005 of the Capital Market Board, our shareholders whose shares are not in the circulation will not be able to obtain blockage certificate from intermediary organizations. In this regard, the below rules will be applied in issuing admission cards;

- For the share certificates that are/not in circulation at the İstanbul Stock Exchange and that are not yet registered, admission cards will be issued for our shareholders who deliver blockage certificates showing that share certificates stating the “tertip” and serial number are blocked at the company head office or at any bank.
- For shares that are registered in Central Registry Organization (CRO), by following the General Assembly Blockage procedure stated in enclosure of General Letter Nr. 28 about “Central Registry System Work and Procedural Rules” of CRO, admission cards will be issued for our shareholders who register themselves into “General Assembly Blockage List”.

Our Shareholders, who will not actually be able to attend the meeting in person are required to issue and submit their proxy documents according to the specimen below and by fulfilling the requirements stipulated in the communiqué Serial: IV No: 8 of the Capital Market Board as published in the Official Gazette on 9 March 2004 No: 21872 and by registering their specimen signatures by any Notary.

Financial Tables and Footnotes belonging to the accounting year 1 Jan 2005 – 31 Dec 2005, Annual Report of the board of directors and Proposal for Dividend Distribution, and the reports of the Statutory Auditors and Independent External Auditors will be available for review of our shareholders at the company head office as of 8 May 2006. Together with the documents mentioned, “Information Document on the General Shareholder Meeting”, “participation procedure to the general assembly” and proxy specimen, may also be accessed by the website at www.dyh.com.tr.

Our explanations related to the agenda of the general assembly are as below:

AGENDA

1. Election of the Meeting Board.

In direction of the regulations of the Turkish Commercial Code (TCC) and the Regulations of the Ministry of Industry and Commerce, a meeting board will be elected.

2. Authorization of the Meeting Board to sign the minutes of the meeting.

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the General Assembly will authorize the Meeting Board to take the minutes of the resolutions adopted during the General Assembly.

3. Reading, deliberation and approval of the annual report of the board of directors, statutory auditors and independent external audit reports belonging to the accounting years of 1 Jan 2005 – 31 Dec 2005.

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the balance sheet and income statement, the annual report of the board of directors, the reports of the statutory and independent external auditors for the accounting year 1 Jan 2005 – 31 Dec 2005, will be read, deliberated and submitted for the approval of the assembly.

4. Acquittal of the members of the board of members and the auditors committee for the activities, procedures and account for the year 2005.

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the acquittal of the members of the board of directors and the statutory auditors for their activities, procedures and accounts for the year 2005 will be submitted for the approval of the general assembly.

5. The deliberation of the proposal for the distribution of the dividend for the accounting period of 2005 by the board of directors

In the meeting of our board of directors on 13 April 2006;

In the accounting period 1 Jan 2005 – 31 Dec 2005, as loss appears in our legal books, in direction of the regulations of the Capital Market Board, for the accounting period 2005, it was unanimously decided that no dividend would be distributed to our shareholders and this will be submitted for the approval of the ordinary general assembly.

Explanation has been made in the Daily Bulletin of Istanbul Stock Exchange on 13 April 2006 about the subject. The information for the proposal of the dividend distribution can be accessed from www.dyh.com.tr

6. Selection of the members of the board of directors for the accounting period 2006.

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the general assembly will assign the members of the board of directors.

According to the 11th article of the Articles of Association of our company;

“The company is administered and represented by the board of directors consisting of 9 members to be elected among shareholders in the general assembly. At least 1/3 of the members must be independent members having the qualifications stipulated in the Corporate Governance Principles by the Capital Market Board. Members fulfilling seven years in the board of directors may not be elected as independent members.

The members of the board of directors must be elected preferably among qualified, experienced, university graduates having skills in examining financial tables and reports and basic knowledge of the legal essentials regulating the procedures and savings pertaining to the field of activity of the company.

The members of the board of directors are elected for maximum 3 years. In the election resolution of the general assembly, if the duty period is not clearly stated, the election is deemed to have been held for one year.

If any membership vacancy occurs in the board of directors, a person having the required qualifications is elected by the board of directors to propose the person in the general assembly. If the general assembly approves, the person completes the missing period of the vacancy.

The General Assembly may change the members of the board of directors if necessary.”

7. Selection of the members of the board of directors for the accounting period 2006

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the members of the statutory auditors will be elected to execute the function of internal audit.

According to the 21st article of our Articles of Association;

“The General Assembly elects two auditors internally or externally among the shareholders”

According to the 22nd article of our Articles of Association, auditors are elected for maximum three years. In the resolution for the election by the General Assembly, if the duty period is not clearly stated, the election is deemed to have been held for one year.

8. Resolution for the remuneration of the board of directors and the auditors committee.

In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the remuneration will be paid to the members of the board of directors and the auditors committee.

According to the 20th article of our Articles of Association;

“Remuneration is decided by the General Assembly and is paid to the chairman of the board of directors, vice chairman of the board of directors, and the members of the board of directors. Calculation criteria according to the fee of the head of the Executive Committee is based on the time dedicated before, during and after the meeting. Money to be paid for attendance to meetings is decided by the General Assembly”.

According to the 23rd article of our Articles of Association, auditors are paid monthly or annually according to decision of the General Assembly.

9. In the framework of regulations by the Capital Market Regulations and Capital Market Board, Resolution for approval of Independent Audit Company as approved by the board of directors.

According to article 24 of the Communiqué Serial:X No:16 by the Capital Market Board, the selection of Independent Audit Company by the board of directors will be submitted to the approval of the General Assembly.

10. In the framework of the 28th article of the Articles of Association, authorization of the board of directors in establishing bail, guarantee, warrant, surety or limited material rights, security bond on behalf of persons in the Group companies that are consolidated and third parties out of the group, change of shares up to 10% of the assets; asset acquisition and/or sale, lease, rent up to 30%,

According to the 28th article of our Articles of Association amended in direction of Capital Market Board Corporate Governance Principles;

“... The exchange of shares, the acquisition and/or sale of assets the value of which exceeds ten percent of the Company assets, rental and letting for rent of assets, giving aid or making donations under the conditions mentioned in Article 3 of the Articles of Association, and standing surety for third parties or offering guarantees by establishing limited real rights are possible only upon resolutions to be adopted to that effect by the General Assembly. The General Assembly may empower the Board of Directors to execute such transactions by setting an upper limit....”

In this framework; authorization of the board directors in regards of share change up to 10% of the company assets (merge, division etc.); acquisition of assets and/or sale, lease or rent and up to 30% of the company assets, surety in favor of third persons or establishing limited material rights will be submitted to the approval of the General Assembly.

11. In the framework of the 10th article of the Articles of Association, with the permission of the Capital Market Board, up to the amount that TCC, Capital Market Law, Capital Market Regulations and related codes and regulations, resolution for approval from the General Assembly for authorization of the board of directors to export capital market tools explaining indebtedness and determination of issue and selling conditions.

Fall in the nominal and real interest rates in our country and extension of terms, and alternative finance methods should be brought into the agenda.

In this context, not to mention under the current situation, in the framework of the 10th article of the Articles of Association in 2006, with the permission of the Capital Market Board, the authorization of the board of directors for exporting capital market tools explaining indebtedness up to the value that TCC, Capital Market Board and related regulations allow, and for determining the export conditions will be submitted for approval of the General Assembly.

If the item on the agenda is accepted in the General Assembly, the maneuver ability of our company in providing finance will increase.

12. In the framework of the 35th article of the Articles of Association, provided to conform to the 15th article of the Capital market Law and to the regulations of the Capital Market Board, the resolution for approval of authorization of the board of directors for distributing dividend advance will be taken.

Article 9 of the Capital Market Board Communiqué Nr. 27, Series IV reads,

“Public companies may distribute dividends in advance over the profits shown in their quarterly financial tables prepared in compliance with the capital market regulations and practice and passed through independent limited audit.

...

Public companies wishing to distribute dividends in advance are obligated to have a relevant clause in their Articles of Association and to specifically empower their board of directors by a general assembly decision exclusive to the year in question...”

Although no plans exist under the present circumstances to distribute dividends in advance in the year 2006, the authorization of the Board of Directors to distribute, within the framework of Article 36 of the Company’s Articles of Association, an advance on dividends in compliance with Article 15 of the Capital Market Law and the relevant regulations of the Capital Market Board is submitted to the approval of the General Assembly. If the item of the agenda is accepted in the General Assembly and if the conditions in 2006 become convenient, we shall have the chance to distribute dividend in advance to our shareholders.

13. Authorization of the members of the board of directors to execute the jobs enumerated in 334-335 Articles of the TCC.

Authorization of the members of the Board of Directors to engage in the businesses mentioned in Articles 334 of the Turkish Commercial Code entitled “Prohibition Of Transactions With The Company” and Article 335 entitled “Prohibition of Competition” is submitted to the approval of the General Assembly in this context.

14. Submission of “Dividend Distribution Policy of the company” to the approval of the General Assembly,

In direction of the principal decision of the Capital Market Board dated 27 January 2006, information will be submitted to the General Assembly about our “Dividend Distribution Policy”.

15. Information will be submitted to the General Assembly that the company did not make any donation during the accounting period 01.January.2005 - 31.Dec.2005.

In direction of the principal decision of the Capital Market Board Serial:IV, No:27 d.7/b, our company submits the donations during the years to the information of the General Assembly. This article is in the agenda in accordance with the Communiqué of the Capital Market Board, and is only for informative purpose. Therefore, the acceptance or non-acceptance of this article may not be mentioned. Our company did not make any donation in 2005.

16. Wishes.

PROXY DOCUMENT¹

TO: DOĞAN YAYIN HOLDİNG A.Ş.
BOARD OF DIRECTORS

For the accounting period 01.01.2005 - 31.12.2005, in direction of the views I explained, I hereby authorized _____ to represent me, to vote, to make offers and to sign necessary documents in the Ordinary General Assembly as the shareholder of Doğan Yayın Holding A.Ş., which will be held at the address “Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli / İstanbul” at 11:00 am on 29/05/2006.

A) Coverage of Representation

- a) Proxy is authorized to vote by his/her own discretion for all items on the agenda.
- b) Proxy is authorized to vote for the items on the agenda indirection of the below instructions.

Instructions: (Special Instructions)

- c) Proxy is authorized to vote in direction of the proposals of the company administration.
- d) The proxy is authorized to vote in direction of the below directions in other subjects that might arise in the assembly (If there is no instruction, the proxy votes freely).

Instructions: (Special Instructions)

B) SHARES OWNED BY SHAREHOLDER

- a) Scheme and serial
- b) Number
- c) Quantity - Nominal Value
- d) Privilege in voting:
- e) On bearer / on name

Name, Surname and title of Shareholder

Signature

Address:

Not: In section (A), one of the options (a), (b) or (c) is selected. Explanation will be given for options (b) and (d).

¹ Should be prepared in English.