

**INFORMATION DOCUMENT  
FOR  
THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY, 12 MAY 2008 RELATED TO  
THE 2007 ACCOUNTING PERIOD**

The ordinary general meeting of our company for the year 2007 will be held at our head quarters, “Hürriyet Medya Towers, Güneşli/İstanbul” at 10:30 am on 12 May 2008.

Our shareholders who have already dematerialized their shares in the files of the Central Registration Office (CRO) and who wish to attend the General Assembly are required to be personally registered and recorded in the “General Assembly Blocking List” by no later than 17:00 hrs on Thursday, May 8th, 2008, in accordance with the general assembly blocking procedures determined by CRO. Accordingly, our shareholders who fail to submit and deliver to the authorized officers before the General Assembly a “general Assembly blocking letter” to be delivered by CRO to our shareholders who are personally registered and recorded in the “General Assembly Blocking List” will unfortunately not be allowed to use their rights to speak and vote in the Assembly.

As also stated in the General Letter no. 294 of CRO, pursuant to the provisions of Temporary Article 6 of the Capital Markets Law, only our shareholders who have dematerialized their share certificates and who submit and deliver a “general assembly blocking letter” before the General Assembly will have the right and be allowed to attend the General Assembly and use their shareholding rights therein.

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 2007 – 31 Dec 2007, 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 quarters as of 21st April, 2008. Together with the documents mentioned, “Information Document on the General Shareholder Assembly”, “participation procedure to the general meeting” and proxy specimen, may also be accessed through our website at [www.dyh.com.tr](http://www.dyh.com.tr).

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

**AGENDA**

1. Election of the Meeting Board.

**Rationale:** 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 Assembly.

**Rationale:** 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, discussion 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 2007 – 31 Dec 2007.

**Rationale:** In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the financial tables, the annual report of the board of directors, the reports of the statutory and independent external auditors for the accounting year 1 Jan 2007–31 Dec 2007, will be read, deliberated and submitted for the approval of the Assembly (These documents can be received from the headquarters or can be reached from our web site at [www.dyh.com.tr](http://www.dyh.com.tr)).

4. Acquittal of the members of the board and internal statutory auditors for the activities, procedures and account for the year 2007.

**Rationale:** 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 2007 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 2007 by the board of directors.

**Rationale:** Profit distribution is made within the framework of the profit distribution policy announced to the public pursuant to requirements of the TCC, Capital Markets Law (CML), Capital Markets Board (CMB) Regulations and Resolutions, Corporate Tax Law, Income Tax Law and the provisions of other relevant legislation as well as the Articles of Association.

Within this framework, the Company's "Consolidated Net Profit" for the period in the consolidated financial tables prepared in accordance to International Financial Reporting Standards, is YTL 616,757,000. From this amount, the "earnings on sale of subsidiary shares", totaling YTL 438,708,000, kept in a special account under "equity capital"; "previous years' loss of YTL 63,218,000; YTL 6,566,882, which is the "First Legal Reserve" required by article 466/1 of the TCC; the total profit amount of shareholders and affiliates that has not held their general assemblies yet or decided not to distribute dividend in their general assemblies, YTL 145,118,093, which is included in the consolidated financial statements, are deducted while YTL 1,500,000, donations made during the year are added, resulting a loss of YTL 35,149,744. The "net profit" for the period in our solo financial statements is YTL 131,337,640; after deducting "First Legal Reserve" as stipulated by the article 466/1 of the TCC and the "previous years' Loss" of YTL 4,084,623 that appears in our records from this amount, a net distributable period profit of YTL 120,890,366 is calculated.

Within this framework, in accordance with the CMB's Principle Resolution on this matter and the relevant legislation, our Board of Directors decided to present for approval to the Ordinary General Assembly that the Company does not distribute dividend for the 2007 fiscal year and that the undistributed period profit be kept as "extraordinary reserves."

Explanation has been made in the Daily Bulletin of Istanbul Stock Exchange on 1 May 2008 about the subject. The information for the proposal of the dividend distribution can be accessed from [www.dyh.com.tr](http://www.dyh.com.tr)

6. Election of the members of the board of directors for the accounting period 2008.

**Rationale:** 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 11<sup>th</sup> 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. Election of the members of the board of directors for the accounting period 2008.

**Rationale:** In compliance with 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 Article 21 of our Articles of Association;  
*“The General Assembly elects two auditors internally or externally among the shareholders”*  
According to the Article 22 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 statutory auditor for the year 2008.

**Rationale:** In compliance with 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 statutory auditors.  
*According to the Article 20 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 Assembly. Money to be paid for attendance to Assembly is decided by the General Assembly".*  
According to the Article 23 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 CMB, Resolution for approval of Independent Audit Company as approved by the board of directors.

**Rationale:** According to the Communiqué Serial:X No:22 by the CMB, 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 Article 28 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%.

**Rationale:** According to the Article 28 of our Articles of Association amended in direction of CMB 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. Decision on approval of authorization of the Board of Directors to issue capital market instruments of indebtedness and to determine the conditions of issue thereof up to the maximum amount permitted by Article 10 of the Company Articles of Association, by permission of the CMB, and by the pertinent provisions of the TCC, CML and other applicable laws and regulations.

**Rationale:** Market conditions may require applying alternative finance methods. Although it is not in our agenda for the year 2008; in the framework of the Article 10 of the Articles of Association, with the permission of the CMB, the authorization of the board of directors for issuing capital market instruments related to indebtedness up to the value that TCC, CMB and related regulations allow, and for determining the offer conditions will be submitted for the 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. Authorization of the members of the board of directors to execute the jobs enumerated in 334-335 Articles of the TCC.

**Rationale:** Authorization of the members of the Board of Directors to engage in the businesses mentioned in Articles 334 of the TCC 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.

13. Informing the General Assembly of Shareholders about the Dividend Distribution Policy of our Company.

**Rationale:** In direction of the principal decision of the CMB, information will be submitted to the General Assembly about our "Dividend Distribution Policy".

14. Decision on authorization of the Board of Directors to distribute dividend in advance for the year 2008, within the frame of provisions of Article 36 of the Articles of Association and in compliance with Article 15 of the CML and other related legislative decisions taken by the CMB.

**Rationale:** Article 9 of the CMB 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.

15. Informing the Shareholders about the donations and grants provided by the Company to foundations, associations and public entities and institutions for charitable and social assistance purposes during the accounting period of 01.01.2007 – 31.12.2007.

**Rationale:** 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 made 1.500.000,-YTL donation Aydın Doğan Foundation in the 2007 accounting period.

16. Wishes.