

**INFORMATION DOCUMENT  
FOR  
THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY, 11 MAY 2010  
RELATED TO THE 2009 ACCOUNTING PERIOD**

The ordinary general meeting of our company for the year 2009 will be held at our head quarters, "Altunizade Mahallesi Oymacı Sokak No:15/1 Üsküdar/İstanbul" at 11:00 am on 11 May 2010.

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 Friday, May 7th, 2010, 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 and by registering their specimen signatures by any Notary.

Financial Tables and Footnotes (financial report) belonging to the accounting year 1 Jan 2009 – 31 Dec 2009, 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 19th April, 2010. 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, financial report, balance sheet and income statement belonging to the accounting years of 1 Jan 2009 – 31 Dec 2009.

**Rationale:** In direction of the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the financial report including 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 2009–31 Dec 2009, 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) and from web site of Public Disclosure Platform [www.kap.gov.tr](http://www.kap.gov.tr) ).

4. Acquittal of the members of the board and internal statutory auditors for the activities, procedures and account for the year 2009.

**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 2009 will be submitted for the approval of the general assembly.

5. The deliberation of the proposal for not to distribute dividend for the accounting year of 1 Jan 2009 – 31 Dec 2009 by the board of directors.

**Rationale:** Our Board of Directors made the following decisions on April 9, 2010:

- According to the consolidated and independently audited financial statements for the accounting period of 01.01.2009-31.12.2009 prepared in accordance with the International Accounting Standards and International Financial Reporting Standards (IFRS) pursuant to Communiqué of Capital Markets Board (CMB), Serial XI, No: 29, and presentation standards of which are determined based on CMB decisions; it is understood that a “Consolidated Net Loss” of TL343.030.898 has accrued taking into account the “current income tax expense”, “deferred income tax expense” and minority interests. Therefore, in line with the CMB’s regulations on profit distribution, shareholders will be notified that there will be no profit distribution for 01.01.2009-31.12.2009 period and this resolution will be presented for the approval of General Assembly,
- According to our financial records kept in line with Turkish Commercial Code (TTK) and Tax Procedure Law (VUK), a net profit of TL30.580.636 was determined. After setting aside corporate tax, and then Primary Legal Reserves from the remaining amount in line with the article 466/1 of Turkish Commercial Code (TTK), the resolution to set aside the remaining amount of TL23.142.226 as extraordinary reserves will be presented for the approval of General Assembly.

Related material event disclosure has been made through Public Disclosure Platform (KAP) to the ISE on April 9, 2010.

6. Election of the members of the board of directors that will be on duty until to the ordinary general shareholder assembly that will gather to go over the operations and accounts for the accounting year of 01.01.2010-31.12.2010.

**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 shall be managed and represented by a Board of Directors consisting of a minimum of 6 and maximum 12 members to be elected by the Assembly. At least 1/3 of the members shall be elected from among the independent members as defined by the Corporate Governance Principles of Capital Market Board. The persons who have served for seven consecutive years in the Board of Directors may not be elected as an independent member of the Board of Directors.*

*The members of the Board of Directors must be elected from among the persons having basic information regarding the legal principals regulating the transactions and dispositions related to the Company’s field of activity, trained and experienced on the management of the Company; capable to review the financial tables and reports and preferably holding a higher education diploma.*

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*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.*

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

7. Election of the statutory auditors that will be on duty until to the next ordinary general shareholder assembly that will gather to go over the operations and accounts for the accounting year of 01.01.2010-31.12.2010.

**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 from among the shareholders or from outside.”*

According to the Article 22 of our Articles of Association, auditors are elected for maximum of three years. Unless the term of service is explicitly stated in the General Assembly's resolution concerning their election, the term of service shall be deemed to be one year.

8. Resolution for the remuneration of the board of directors and the statutory auditors for the year 2010.

**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;*

*“The amount of remunerations to be paid to the Chairman of the Board of directors, deputy Chairman and member's directors will be determined by the General Meeting. In determining the remuneration the time the members spent to prepare the meeting, and the time they spend after the meeting and the wage to be paid to the chairman of the Executive Committee shall be taken into consideration. Also the attendance fee to be paid to each participant for every meeting shall be determined by the General Committee.”*

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 Institution and Independent Audit agreement as approved by the board of directors.

**Rationale:** According to the Communiqué Serial:X No:22 by the CMB, the selection of Independent Audit Institution by the board of directors will be submitted to the approval of the General Assembly.

In line with Capital Markets Board's Communiqué on Independent Audit and their decisions on this issue, our Board of Directors decided on March 31, 2010 that DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş should audit our Company's financial statements for the accounting term of 01.01.2010-30.06.2010 and 01.01.2010-31.12.2010 and this appointment resolution will be submitted for the approval of our shareholders during our Ordinary General Assembly Meeting.

10. In the framework of the Article 28 of the Articles of Association, authorization of the board of directors in regards of the provision of grants and donations to the extent that their total amount will exceed 1% of the total Company assets and the issuance of any guarantees as defined in Articles 3 and 4 will be submitted to the approval of the General Assembly.

**Rationale:** According to the Article 28 of our Articles of Association;  
*“The issuance of any guarantees in favor of partnerships and affiliated partnerships as defined in Articles 3 and 4 of this Articles of Association and in favor of their shareholders, and the provision of grants and donations to the extent that their total amount to be provided within one accounting period under the conditions stated in Article 3 of this Articles of Association will exceed 1 % of the total Company assets shall only be possible by a decision to be adopted by the General Assembly to this effect. The General Assembly may authorize the Board of Directors in advance on these matters, on condition that an upper limit is set.”*  
In this framework; authorization of the board directors in regards of the issuance of any guarantees and the provision of grants and donations to the extent that their total amount will exceed 1% of the total Company assets 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 (including warrants) 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 regulation until to the next ordinary general shareholder assembly that will gather to go over the operations and accounts for the accounting year of 01.01.2010-31.12.2010.

**Rationale:** Market conditions may require applying alternative financing methods.  
Although it is not in our agenda based on current condition; 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 businesses 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. Without the need of submitting to the approval of the General Assembly; Informing the Shareholders in line with the Capital Markets Board regulations: regarding the Company’s 2010 dividend policy and other issues specified by the Capital Market Board; on issues that there were no donations and grants provided by the Company to foundations, associations and public entities and institutions for charitable and social assistance purposes; and no benefits attained by providing mortgages, liens, or similar guarantees during the accounting period of 01.01.2009 – 31.12.2009.

Rationale:

- In direction of the principal decision of the Capital Market Board Serial:IV, No:27 md.7/b, our company submits the donations during the year 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 is not an issue.

Our company did not make any donations in 2009.

- CMB Communiqué Serial IV, No:41 of the second paragraph of Article 5 reads as follows:

*“In relation to transactions which are prevalent and continuous and subject to assessment prior to transactions carried out with related parties; a report shall be prepared by the assessment firm at the end of each accounting period on results derived in assessments carried out prior to transactions and whether the requirements set by the board of the directors have been adhered to in line with such results and the summary of such reports shall be made available for examination of shareholders 15 days in advance of the annual ordinary general meeting and shareholders are advised of the said transactions at the general meeting”.*

By the Communiqué put into effect after being published in the official gazette of 19.03.2008 and no. 26821, CMB has introduced requirements that for companies whose shares are traded in exchanges, in the event the amount of asset, service, obligation transfer transactions which are prevalent and continuous between such companies and their related parties would reach 10 percent or more of the total assets or total gross sales included in the annual financial statements to be made public as per Board Regulations, an assessment must be caused to be carried out prior to transaction by firms the criteria for which are set by the Board on whether the terms of transactions to be carried out are fair and reasonable or not. The Company board of directors taking into account the said report shall decide whether transactions to be entered into with related parties shall be carried out or not.

Furthermore, another requirement has been introduced that in relation to transactions which are prevalent and continuous and subject to assessment, a second report should be prepared at the end of the accounting period by the assessment firm on results derived in the assessment made prior to transactions and whether requirements set by the board of directors have been adhered to as a consequence of such results and the summary of such report is made available for examination of shareholders 15 days in advance of the annual ordinary general meeting by the public company and shareholders are advised at the General Meeting of the said transactions.

The transactions of our Company with related parties have been examined and it is projected that the percentages set by the communiqué will not be exceeded in 2010 and therefore, such transactions shall not be covered by the communiqué. Situations which cannot be foreseen presently are exempted from this requirement.

- In line with the CMB’s regulations, the General Assembly will be informed that no benefits attained by providing mortgages, liens, or similar guarantees.

- In line with the CMB’s regulations, the General Assembly will be informed about the Company’s dividend policy in 2010 and onwards.

- In line with the CMB’s decision, the General Assembly will be informed about the administrative fines issued by the CMB to our Company.