

FROM DOĞAN YAYIN HOLDİNG A.Ş. CHAIRPERSON OF THE BOARD OF DIRECTORS,

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company General Assembly to annual regular meeting in our Company headquarters located in Hürriyet Medya Towers in 29.05.2006 at 11:00.

We request our shareholders to receive their entrance cards until the end of the working day in 26.05.2006 and participate the General Assembly meeting in person or via a representative.

As per Article 25 of our Articles of Association, our shareholders, who have not received their entrance cards shall not be able to use their right of speech and voting otherwise it is agreed in the General Assembly meeting.

According to the decision of Capital Market Board in 10.03.2005, the shareholders, whose shares are not in circulation, shall not be able to receive blockage certificate from stock broker companies. Therefore, these rules shall be applied in providing the entrance cards:

- For shares that are or not in circulation in Istanbul Stock Exchange and not yet registered; our shareholders, who have submitted their blockage certificate indicating that the shares have been entrusted to the Company headquarter or any bank and including the information regarding their quantity and serial numbers, shall be awarded with entrance cards.
- For shares that have been registered with Central Registry Agency (CRA), our shareholders, who have registered themselves in "General Assembly Blockage List" by following the General Assembly Blockage procedure specified in the annex1 of the General Letter no. 28 about CRA's "Central Registration Business and Transaction Rules" shall be awarded with their entrance cards.

It shall be necessary for our shareholders, who shall not be able to participate in the meeting in person to create their proxy in accordance with the proxy below and submit the document as their signature is approved by the notary after the other requirements have been performed as per the Market Boards Capital's notice Serial: IV No: 8 which was published in Official Gazette no. 21872 of 09.03.1994.

Financial Statement and its Footnotes, Board of Director Activity Report and the offer for Dividend, and , Independent External Audit Reports for the accounting period between 01.01.2005 and 31.12.2005 shall be available until 08.05.2006 to be reviewed by our shareholders. Aforementioned documents, 'informative document for general assembly', 'procedure for participating in the general assembly' and a sample proxy is available in our Company web site located at www.dyh.com.tr.

For consideration of our valuable shareholders.

Best regards,

Doğan Yayın Holding A.Ş. Chairperson of the Board of Directors,

¹ (www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/GM28_Ek_1.pdf)

AGENDA

1. Election of Presidential Board,
2. Authorizing the Presidential Board for signing the Meeting Minute,
3. Reading, discussing and approving the Board of Directors Activity Report, Audit Commission and Independent Audit Reports and Financial Statement and its Footnotes for the period between 01.01.2005-31.12.2005,
4. Acquittal of the members of Board of Directors and Internal Auditors from 2005 activities, transactions and accounts,
5. Discussing the dividend offer for the accounting period of 2005 and making a decision,
6. Election of Board of Directors for accounting period of 2006,
7. Election of Internal Auditors 2006 accounting period of 2006,
8. Making decision about the salaries to be paid to the members of Board of Directors and Internal Auditors for the accounting period of 2006,
9. Making a decision about approving the External Audit Firm chosen by Board of Directors,
10. Resolution on the approval of the authorization of the Board of Directors to execute exchange of shares up to 10% of the Company's total assets; acquisition and/or sale, rental and letting for rent of assets; and to stand surety for third parties up to 30% of the Company's total assets or to offer guarantees by establishing limited non-cash rights within the framework of Article 28 of the Company's Articles of Association.
11. Resolution on the approval of the authorization of the Board of Directors to issue, within the framework of Article 10 of the Company's Articles of Association, capital market instruments representing indebtedness with the permission of the Capital Markets Board and up to the amount allowed by the Turkish Commercial Code, the Capital Market Law, and associated regulations; and to determine the conditions of issue.
12. Resolution on the approval of 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.,
13. Authorization of the members of the Board of Directors to engage in the businesses mentioned in Articles 334-335 of the Turkish Commercial Code,
14. Presenting the Company Dividend Policy for the consideration of the general assembly,
15. Presenting information to the general assembly that the Company have not made any donation within the accounting period between 01.01.2005 and 31.12.2005,
16. Requests and recommendations.

SAMPLE PROXY

PROXY

TO DOĞAN YAYIN HOLDİNG A.Ş. CHAIRPERSON OF THE BOARD OF DIRECTORS,

I hereby appoint _____ to represent me and to vote, move, and sign the necessary papers on my behalf, in keeping with the guidance I have specified, at the regular meeting of the General Assembly of Doğan Yayın Holding Inc., the enterprise which I am a shareholder of, to be held at the address Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli/İstanbul on 29/05/2006 2005 for the accounting period between 01.01.2005 and 31.12.2005.

A) EXTENT OF PROXY

- a) The proxy is empowered to vote for all agenda items at his/her discretion.
- b) The proxy is empowered to vote for agenda items in keeping with the following guidance:
Guidance: (Enter specific guidance)
- c) The proxy is empowered to vote as recommended by the company management.
- d) The proxy is empowered to vote in keeping with the following guidance for other matters that may come up during the meeting. (The proxy will vote at his/her discretion in the absence of any guidance.)
Guidance: (Enter specific guidance)

B) SHARE CERTIFICATE HELD BY THE SHAREHOLDER

- a) Batch and series
- b) Serial number
- c) Quantity and nominal value
- d) Preferred vote or not
- e) Registered / payable to holder

NAME, LAST NAME, AND TITLE OF SHAREHOLDER

SIGNATURE

ADDRESS

Note: Select one of the options (a), (b) and (c) in Part (A).
Enter guidance for (b) and (d).