

**DOĞAN YAYIN HOLDİNG A.Ş.**

**DECISION OF BOARD OF DIRECTORS**

**Meeting Date** : 15.04.2010  
**Meeting No.** : 2010/06  
**Participants** : Aydın DOĞAN (Chairman)  
Mehmet Ali YALÇINDAĞ (Vice Chairman)  
Soner GEDİK (Member)  
Ertuğrul ÖZKÖK (Member)  
Barbaros H. ÇAĞA (Member)  
Cem DUNA (Member)  
Ahmet TOKSOY (Member)

Doğan Yayın Holding A.Ş. Board of Directors convened on April 15, 2010 and decided with unanimous vote:

- To invite the General Assembly of Shareholders of our Company for 2009 annual ordinary meeting at the Company headquarters at the address of Altunizade Mahallesi Oymacı Sokak No:15/1 Üsküdar/İstanbul at 11:00 hrs, May 11th, 2010, in order to discuss and decide on the following agenda items.
- And to authorize the Company management to perform the necessary duties and procedures.

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Aydın DOĞAN  
Chairman

Mehmet Ali YALÇINDAĞ  
Vice chairman

Soner GEDİK  
Member

Ertuğrul ÖZKÖK  
Member  
Member

Barbaros H. ÇAĞA  
Member

Cem DUNA

Ahmet TOKSOY  
Member

**DOĞAN YAYIN HOLDİNG A.Ş.**  
**AGENDA OF ORDINARY GENERAL SHAREHOLDER MEETING**  
**ON MAY 11, 2010**

1. Election of Chairmanship Committee members.
2. Authorization of Chairmanship Committee to sign the meeting minutes.
3. Reading, discussion and approval of the Board of Directors' Activity Report, and Board of Auditors' Report, and Independent Audit Firm Report, and the Financial Statements and their Footnotes relating to the accounting period of 01.01.2009 – 31.12.2009.
4. Release of each of the Board of Directors and the Statutory Auditors from their liabilities relating to their activities, transactions and accounts in 2009.
5. Discussion and decision on the proposal of the Board of Directors in respect of not to distribute any profit regarding 2009 accounting period.
6. Election of Board of Directors that will be on duty until to the next Ordinary General Assembly that will be hold to review 01.01.2010-31.12.2010 accounting period.
7. Election of Statutory Auditors that will be on duty until to the next Ordinary General Assembly that will be hold to review 01.01.2010-31.12.2010 accounting period.
8. Decisions on the remunerations and fees payable to the Board of Directors and the Statutory Auditors for 2010 accounting period.
9. Decision on approval of Independent Audit Firm and Independent Audit agreement selected by the Board of Directors pursuant to the capital markets laws and the regulations and bylaws of the Capital Markets Board.
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 extend 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 of the Articles of Association 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 be hold to review the operations and accounts for the accounting year of 01.01.2010-31.12.2010.
12. Authorization of the Directors for engagement in business affairs and operations enumerated in Articles 334 – 335 of the Turkish Commercial Code.
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 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. In addition, disclosure and comments on the Company's 2010 dividend policy and onwards and other issues specified by the Capital Market Board.