

PROCEDURE FOR SHAREHOLDERS' ATTENDANCE TO THE EXTRAORDINARY GENERAL SHAREHOLDER MEETING, DATED NOVEMBER 5TH, 2009

In accordance with the Article 27 of our Company's Articles of Association, General Assemblies convene at the Company management headquarters or in another location in the same city as the Company headquarters if the Board of Directors so decides.

The time, place, and agenda of the General Assembly meetings are communicated to the shareholders by means of an announcement to be made in accordance with Article 33 of the Articles of Association. The announcement includes all the points that announcements are required to include as per the Corporate Governance Principles of the Capital Market Board (CMB).

In order to be able to participate to the Extraordinary General Shareholders Meeting dated November 5th, 2009, 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 meeting are required to be personally registered and recorded in the "General Assembly Blocking List" by no later than 17:00 hrs on Thursday, November 3rd, 2009, 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 meeting 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 meeting.

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 meeting will have the right and be allowed to attend the General Assembly meeting and use their shareholding rights therein.

In accordance with the Article 33 of our Company's Articles of Association, announcements are to be made in the newspaper mentioned in the Article 37 of the Turkish Commercial Code and a minimum of two daily newspapers 15 days ahead of time taking into consideration the relevant regulations including the Corporate Governance Principles of the Capital Market Board. However, announcements for general assembly meetings must be made at least 21 days before the date of the meeting.

The announcements to be made by our Company as per the regulations are also published in our website.

In accordance with the Article 33 of our Company's Articles of Association, voting in the General Assembly meetings is performed by a show of hands. However, closed ballots are mandatory if requested by one twentieth of the shareholders represented at the meeting.

Each share represented in the person of its holder or by proxy at regular and extraordinary general assembly meetings has the right to one vote.

Shareholders may have themselves represented at general assembly meetings by a proxy who may or may not be a shareholder himself/herself.

In the event that different persons exercise the right of use and the right of ownership of a share, they may agree between them to have themselves represented as they see fit. If they cannot reach an agreement, the right to attend and vote in the general assembly meetings will be exercised by the party that has the right of use.

The regulations imposed by the CMB will be observed regarding voting by proxy. Shareholders who will not be able to attend the meeting in person are required to draft their proxies after the following sample and submit them with a notarized signature after having fulfilled the other requirements stipulated in the CMB Communiqué Nr. 8, Series IV (as amended by the CMB Communiqué Nr. 8, Series 44) published in the Official Gazette, issue 21872, dated March 9th, 2004.

FORM OF POWER OF ATTORNEY

POWER OF ATTORNEY

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

I, the undersigned, hereby appoint, empower and delegate as my proxy fully authorized to represent me, and to vote and file motions in my name, and to sign the required documents in the name of me, all in line with my opinions marked below, in the Extraordinary Meeting of the General Assembly of Shareholders of Doğan Yayın Holding A.Ş., where I hold and own capital shares, to be held at the address of Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli / İstanbul at 10:30 hrs on 05/11/2009.

(A) SCOPE OF THE POWERS GRANTED TO PROXY:

- a) The proxy is authorized to vote on all agenda items and topics in line with his own opinions.
- b) The proxy is authorized to vote on agenda items and topics in line with the following instructions:
Instructions: (Please insert your special instructions.)
- c) The proxy is authorized to vote on agenda items and topics in line with the motions and proposals of the Company management.
- d) On other issues or motions that may be put on agenda of the meeting, the proxy is authorized to vote in line with the following instructions:
Instructions: (Please insert your special instructions.)

(B) SHARE CERTIFICATES OWNED AND HELD BY THE SHAREHOLDER:

- a) Class and Rank
- b) Number
- c) Quantity & Nominal Value
- d) Whether privileged in voting or not
- e) Registered or Bearer Shares

NAME & SURNAME AND POSITION OF THE SHAREHOLDER
SIGNATURE
ADDRESS

Note: In Section (A), one of the alternatives (a), (b) or (c) will be chosen. Explanations will be given for alternatives (b) and (d).