

**FROM THE BOARD OF DIRECTORS,
DOĞAN YAYIN HOLDING INC.**

The Board of Directors is calling an ordinary annual meeting of the General Assembly to adopt resolutions as per the following agenda in the Company headquarters at the Hürriyet Medya Towers, Güneşli/İstanbul at 14:00 hours on May 5th, 2005.

Shareholders are requested to attend the General Assembly meeting in person or by proxy after receiving their admission cards from the Company not later than one week before the meeting. Shareholders may deposit their shares with the Company headquarters or any bank or brokerage firm; and receive their admission cards upon presentation of the blocked shares certificate to be obtained from the bank or brokerage firm showing the quantity and the serial numbers of the shares. However, in accordance with the Capital Markets Board decision dated March 10th, 2005, shareholders whose shares are not in circulation may not obtain blocked shares certificates from brokerage firms.

As per Article 25 of the Articles of Association, shareholders who have not received an admission card will not be allowed to exercise their rights to formally speak and to vote in the meeting unless otherwise resolved to the contrary by the General Assembly.

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 Capital Markets Board Communiqué Nr. 8, Series IV, published in the Official Gazette, issue 21872, dated March 9th, 2004¹.

The Balance Sheet and Income Statement, the Annual Report and the proposal for the dividend distribution and the reports of the Internal Auditors Board and the Independent External Audit for the period January 1st, 2004 through December 31st, 2004 will be made available at the Company headquarters as of April 13th, 2005 for review by the shareholders. The "general assembly brief", the "procedures for attending the general assembly", and a sample proxy may be accessed at the Company website at www.dyh.com.tr along with the said documents.

Yours faithfully,

Chairperson, Doğan Yayın Holding Inc.

¹ Proxies should be in Turkish.

AGENDA

1. Election of the Annual General Meeting Board.
2. Authorization of the Annual General Meeting Board to sign the minutes of the meeting.
3. Discussion and adoption of the Board of Directors proposal, as approved by the Capital Markets Board and the Ministry of Industry and Commerce, to raise the Company's registered capital to YTL 1,000,000,000.- and, concurrently, to amend Article 7 of the Articles of Association as indicated below and to insert a provisional article in the Articles of Association as indicated below.

OLD VERSION **REGISTERED AND ISSUED CAPITAL**

Article 7 –

The Company has adopted the registered capital system in accordance with the provisions in Law Nr. 2499 and has made a transition to this system with the Capital Market Board permission.

The registered capital of the Company is TL 550.000.000.000.000.- (five hundred and fifty trillion Turkish Liras) divided into 55,000,000,000 (fifty five billion) shares at a nominal value of TL10,000 (ten thousand Turkish Liras) each.

The issued capital of the Company is TL 300.093.885.000.000.- (three hundred trillion ninety three billion eight hundred and eighty five million Turkish Liras) paid in full divided into 30.009.388.500 (thirty billion nine million three hundred and eighty eight thousand five hundred) shares at a nominal value of TL10,000 (ten thousand Turkish Liras) each.

Of the issued capital, a TL-96.389.698.110.000.- portion has been fully paid in cash, TL 365.829.390.000.- declared as non-cash capital, and the remaining TL 203.338.357.500.000.- added to the capital by offsetting from internal reserves with the issued shares being distributed among the shareholders.

The breakdown of the shares issued in representation of the issued capital is as follows:

<u>Batch</u>	<u>Group</u>	<u>Registered or bearer holder</u>	<u>Total TL</u>
1	-	Bearer	41.000.000.000.000
2	-	Bearer	2.500.000.000.000
3	-	Bearer	32.625.000.000.000
4	-	Bearer	25.121.250.000.000
5	-	Bearer	101.246.250.000.000
6	-	Bearer	28.348.950.000.000
7	-	Bearer	69.252.435.000.000
		Total	300.093.885.000.000

The Board of Directors is authorized, in accordance with the provisions of the Capital Market Law, to raise the issued capital to the registered capital ceiling by issuing share certificates that are registered or payable to holder when it deems necessary and to combine the share certificates into denominations representing more than share.

The Board of Directors is authorized to issue share certificates at greater than nominal value and to make decisions partially or completely limiting the right of shareholders to acquire new shares.

New share certificates may not be issued until all of the issued share certificates have been sold and their price collected.

NEW VERSION

REGISTERED AND ISSUED CAPITAL

Article 7 –

The Company has adopted the registered capital system in accordance with the provisions in Law Nr. 2499 and has made a transition to this system with the Capital Market Board permission Nr. dated

The registered capital of the Company is YTL 1.000.000.000,- (one billion New Turkish Liras) divided into 1,000,000,000 (one billion) shares at a nominal value of YTL1.- (one New Turkish Lira) each.

The issued capital of the Company is YTL 552.000.000.- (five hundred and fifty two million New Turkish Liras) paid in full divided into 552.000.000 (five hundred and fifty two million) shares at a nominal value of YTL1.- (one New Turkish Lira) each.

The breakdown of the shares issued in representation of the issued capital is as follows:

<u>Batch</u>	<u>Group</u>	<u>Issued to name or holder</u>	<u>Total YTL</u>
9	-	Bearer	552.000.000
		Total	552.000.000

The Board of Directors is authorized, in accordance with the provisions of the Capital Market Law, to raise the issued capital to the registered capital ceiling by issuing share certificates payable to holder when it deems necessary and to combine the share certificates into denominations representing more than share.

The Board of Directors is authorized to issue share certificates at greater than nominal value and to make decisions partially or completely limiting the right of shareholders to acquire new shares.

New share certificates may not be issued until all of the issued share certificates have been sold and their price collected.

NEW VERSION
PROVISIONAL ARTICLE 1

The shares in batches 1, 2, 3, 4, 5, 6, 7, 8 representing the Company's current capital of YTL 552,000,000.- have been combined into batch 9.

1 each share at a nominal value of YTL 1.- will be given as the equivalent of 100 each shares at the nominal value of TL 10,000.-. A fractional receipt will be drawn up for shares falling short of YTL 1.-.

The rights of the shareholders stemming from the shares in their possession will be reserved in respect of the aforementioned exchange and batch combination.

The Board of Directors will initiate the exchange of share certificates only after the transition of the capital market instruments to the registration system has been implemented; and in accordance with the relevant regulations

4. Reading and discussion of the balance sheet and income statement, the Annual Report, and the reports of the Internal Audit Board and the Independent External Audit for the period January 1st, 2004 through December 31st, 2004.
5. Briefing the general assembly on the donations made by the Company during the accounting period January 1st, 2004 through December 31st, 2004.
6. Resolution on the approval of the balance sheet and income statement for the period January 1st, 2004 through December 31st, 2004.
7. Acquittal of the members of the Board of Directors and the Board of Internal Auditors in respect of their activities, transactions, and accounts.
8. Discussion and resolution on the Board of Directors' proposal on the dividend distribution in the 2004 accounting period.
9. Election of members to the Board of Directors for the 2005 accounting period.
10. Election of the Board of Internal Auditors for the 2005 accounting period.
11. Setting of the honoraria (remuneration) to be paid to the members of the Board of Directors and the Board of Internal Auditors
12. Resolution on the approval of the choice of the independent audit firm made by the Board of Directors as per the provisions in the Capital Markets Board Communiqué Nr. 16, Series X.
13. Resolution on the approval of the authorization of the Board of Directors to execute exchange of shares up to 30% 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 35% 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.

14. Resolution on the approval of the authorization of the Board of Directors to issue, within the framework of Article 28 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.
15. 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.
16. Authorization of the members of the Board of Directors to engage in the businesses mentioned in Articles 334-335 of the Turkish Commercial Code.
17. Submitting the Company Disclosure Policy to the general assembly.
18. Requests and recommendations.

PROXY

**TO THE CHAIRPERSON OF THE BOARD OF DIRECTORS,
DOĞAN YAYIN HOLDING INC.**

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 ordinary meeting of the General Assembly of Doğan Yayın Holding Inc., of which I am a shareholder, for the accounting period January 1st, 2004 through December 31st 2004 to be held at the address Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli/İstanbul at 14:00 hours on May 5th, 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) Privileged vote or not
- e) Registered / bearer share

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).