INVITATION OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.'s
BOARD OF DIRECTORS TO THE ORDINARY GENERAL ASSEMBY

Our Company's Ordinary General Assembly for the fiscal period January 1, 2022 – December 31, 2022 shall be held on March 30, 2023 at 10:00 at the company's headquarter located at the address of Burhaniye Mahallesi, Kısıklı Caddesi, No:65, 34676, Üsküdar, İstanbul in order to discuss and resolve on the following agenda items.

Our shareholders may participate physically as well as online through **the Electronic General Assembly System ("e-GAS") of the Central Registry Agency ("CRA")** as per the article 1527 of the Turkish Commercial Code ("TCC") no.6102. **Shareholders or their representatives who shall participate the General Assembly online should have Electronic Signature Certificate.**

Our shareholders who owns "electronic signature certificate" and who shall participate the General Assembly online are required to complete necessary processes in line with the provisions of *"The Regulation on General Assemblies to be Held Electronically in Joint Stock Companies"* published in the Official Gazette no.28395, dated August 28, 2012 and *"The Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies"* published in the Official Gazette no. 28396, dated August 29, 2012. **Otherwise, our shareholders cannot attend the General Assembly online.** Our shareholders may gather required information from CRA or CRA's corporate website at "www.mkk.com.tr".

Pursuant to the 4th paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the 1st paragraph of Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly meeting and voting rights shall not be conditional on depositing the share certificates. Accordingly, **shareholders participating in the General Assembly do not need to block their shares.**

Our shareholders who shall attend the Ordinary General Assembly **shall complete procedures announced by CRA. Shareholders whose names are included in the list of attendees prepared by taking into account the "shareholders list" provided by CRA may attend the Ordinary General Assembly.** Shareholding status of individuals who shall attend the Ordinary General Assembly physically shall be controlled based on the abovementioned list.

In order for our shareholders, who cannot attend the meeting in person, to exercise their voting rights by proxy, provided that their rights and obligations regarding electronic participation in the Ordinary General Assembly Meeting are reserved, their proxy should be prepared in accordance with the example below and by fulfilling the other issues stipulated in the Capital Markets Board ("CMB") II-30.1 "Communiqué on Voting by Proxy and Proxy Collection by Call", which was published in the Official Gazette dated 24.12.2013 and numbered 28861 and entered into force. It is required to submit the Proxy to our Company with its signature approved by a notary public. Proxy document can be obtained at our Company's headquarters and on our corporate website at www.doganholding.com.tr. In case the authorization was made on e-GAS, the name and surname of the attorney (representative) must be in the list obtained from CRA. If the authorization has not been made on e-GKS, a legal power of attorney must be submitted. It is not necessary to submit a power of attorney of the attorney who has been appointed electronically on e-GAS. **Powers of attorney, which are obligatory in the CMB's Communiqué II-30.1 and which do not comply with the below power of attorney sample, shall not be accepted due to our legal responsibility.**

Annual Report of the Board of Directors, Financial Statements and Footnotes (collectively "Financial Report") for the fiscal period January 1, 2022 – December 31, 2022, Independent Audit Firm's Opinion, Board of Directors' proposal on Dividend Distribution, Corporate Governance Principles Compliance Report, Information on Independent Board Member candidates, General Assembly Information Document, General Assembly Participation Procedure and Power of Attorney Form, and information notes containing the necessary explanations within the scope of the CMB Corporate Governance Communiqué II-17.1shall be available at our Company Headquarters, and our Company's corporate website at www.doganholding and on e-GAS three weeks before the meeting for the review of our shareholders.

1 Ocak 2022 – 31 Aralık 2022 hesap dönemine ait Yönetim Kurulu Faaliyet Raporu, Finansal Tablolar ve Dipnotları (birlikte "Finansal Rapor"), Bağımsız Denetim Kuruluşu Görüşü, Yönetim Kurulu'nun Kar Dağıtımı hakkındaki teklifi, Kurumsal Yönetim İlkelerine Uyum Raporu, Bağımsız Yönetim Kurulu adayları hakkında bilgilendirme, Genel Kurul Bilgilendirme Dokümanı, Genel Kurul Toplantısı'na Katılım Prosedürü ve Vekâletname Formu ile SPK'nın II-17.1 Kurumsal Yönetim Tebliği kapsamında gerekli açıklamaları içeren bilgi notları, toplantıdan üç hafta öncesinden itibaren, Şirketimiz Merkezi'nde, www.doganholding.com.tr adresindeki Kurumsal İnternet Sitemiz'de ve e-GKS'de pay sahiplerimizin incelemesine hazır bulundurulacaktır.

We kindly present to our esteemed Shareholders.

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
Board of Directors

Çağlar Göğüş	**Ahmet Toksoy**
Executive Member of the Board of Directors ("CEO")	Member of the Board of Directors

AGENDA OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.'s ORDINARY GENERAL ASSEMBLY TO BE HELD ON MARCH 30, 2023

1. Opening, formation of Meeting Presidency and authorizing Meeting Presidency to sign Meeting Minutes,
2. Reading, discussing and approving the 2022 Annual Report prepared by the Company's Board of Directors,
3. Reading the Independent Audit Report for the fiscal period January 1, 2022 and December 31, 2022, without submitting to vote and a resolution,
4. Reading, discussing and approving the Financial Statements for the fiscal period January 1, 2022 and December 31, 2022,
5. Release of each member of the Board of Directors and managers in relation to the activities and transactions of Company in the fiscal period January 1, 2022 and December 31, 2022,

6. Reading, discussing and approving the Board of Director's proposal for dividend distribution for the fiscal period January 1, 2022 and December 31, 2022,

7. Determining remuneration for the Members of the Board of Directors,

8. Determination of the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members,

9. Discussing and approving of the Independent Auditing Institution selected by the Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,

10. Approving the authorization of Members of the Board of Directors to carry out transactions stated in the articles 395 and 396 of the Turkish Commercial Code,

11. Discussing and approving the authorization of the Board of Directors to issue debt instruments (including warrants) with the permission of the Capital Markets Board and up to an amount allowed by the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations and to determine issue date and conditions until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2023 and December 31, 2023,

12. Discussing and approving the authorization of the Board of Directors to distribute dividend in advance and to determine date and conditions of such distribution within the framework of the Company's Articles of Association, Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations

13. Informing on donations that were made in the fiscal period January 1, 2022 and December 31, 2022 in line with the Capital Markets Legislation and related legislation and beneficiaries, without approval and resolution,

14. Determination of maximum limit for donations that shall be valid until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2023 and December 31, 2023, in accordance with the Company's Articles of Association and the Board of Director's proposal and discussing and approving to authorize the Board of Directors.

15. Informing the shareholders regarding the payments within the scope of the "Remuneration Policy" in effect for the members of the Board of Directors and executives with administrative responsibility, without approval and resolution at the General Assembly.

16. Informing the Shareholders that no income and benefit was obtained due to the collaterals, pledges, mortgages and surety granted in favor of third parties, without approval and resolution at the General Assembly,

17. Informing the Shareholders regarding the material transactions, which could lead to a conflict of interest with the group or its subsidiaries, of shareholders who hold management control, Members of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree and/or performing a trade transaction for him/herself or for a third party that is in group's or its subsidiaries' line of business or becoming an unlimited partner at a partnership that is active in same business lines.

POWER OF ATTORNEY
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

I hereby authorise and appoint as proxy __________________________________ who is introduced below in detail to represent me, to vote, to submit proposals and to sign necessary documents on behalf of me at Doğan Şirketler Grubu Holding A.Ş.'s general assembly meeting scheduled to be held on March 30, 2023, Thursday, at 10:00, at Burhaniye Mahallesi, Kısıklı Caddesi, No:65, 34676 Üsküdar, İstanbul" in accordance with the following:

Proxy's(*);

Name Surname/Commercial Title:

T.R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

(*)Submitting equivalents information, if exists, referred for Proxies with foreign nationality is mandatory.

A) SCOPE OF THE POWER TO REPRESENT

Scope of the power to represent must be determined by choosing either (a), (b) or (c) for the following sections numbered 1 and 2.

1. Regarding the Issues in Agenda of General Assembly;

a) Proxy shall be authorised to vote as per her/his own opinion.

b) Proxy shall be authorised to vote as per the proposals of the partnership management.

c) Proxy shall be authorised to cast vote as per the instructions given in the table.

Insturctions:

In the event that the shareholder chooses option (c), instructions specific to agenda items shall be given provided that one of the options given against the relevant agenda item of general assembly is checked (acceptance or refusal), or if refusal option is chosen, by specifying opposition note which is required to be written in minutes of General Assembly (if any)

Agenda Items (*)	Approval	Rejection	Counter Statement
1.Opening, formation of Meeting Presidency and authorizing Meeting Presidency to sign Meeting Minutes,			
2.Reading, discussing and approving the 2022 Annual Report prepared by the Company's Board of Directors,			

3.Reading the Independent Audit Report for the fiscal period January 1, 2022 and December 31, 2022, without submitting to vote and a resolution,			
4.Reading, discussing and approving the Financial Statements for the fiscal period January 1, 2022 and December 31, 2022.			
5.Release of each member of the Board of Directors and managers in relation to the activities and transactions of Company in the fiscal period January 1, 2022 and December 31, 2022,			
6.Reading, discussing and approving the Board of Director's proposal for dividend distribution for the fiscal period January 1, 2022 and December 31, 2022,			
7.Determining remunarations for the Members of the Board of Directors.			
8.Determination of the number and duty term of the Members of the Board of Directors, making elections in accordance with the determined number of members,			
9.Discussing and approving of the Independent Auditing Institution selected by the			

Board of Directors in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,			
10. Approving the authorization of Members of the Board of Directors to carry out transactions stated in the articles 395 and 396 of the Turkish Commercial Code,			
11. Discussing and approving the authorization of the Board of Directors to issue debt instruments (including warrants) with the permission of the Capital Markets Board and up to an amount allowed by the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations and to determine issue date and conditions until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2023 and December 31, 2023,			
12. Discussing and approving the authorization of the Board of Directors to distribute dividend in advance and to determine date and conditions of such distribution within the framework of the Company’s Articles of Association, Turkish Commercial Code, the Capital Markets Law, the Capital Markets Legislation and related legislations			

13. Informing on donations that were made in the fiscal period January 1, 2022 and December 31, 2022 in line with the Capital Markets Legislation and related legislation and beneficiaries, without approval and resolution,			
14. Determination of maximum limit for donations that shall be valid until the Ordinary General Assembly that will be held to discuss activities and accounts for the fiscal period January 1, 2023 and December 31, 2023, in accordance with the Company's Articles of Association and the Board of Director's proposal and discussing and approving to authorize the Board of Directors.			
15. Informing the shareholders regarding the payments within the scope of the "Remuneration Policy" in effect for the members of the Board of Directors and executives with administrative responsibility, without approval and resolution at the General Assembly.			
16. Informing the Shareholders that no income and benefit was obtained due to the collaterals, pledges, mortgages and surety granted in favor of third parties, without approval and resolution at the General Assembly,			
17. Informing the Shareholders regarding the material transactions, which could lead to a conflict of interest with the group or its subsidiaries, of shareholders who hold management control, Members			

of the Board of Directors, executives with administrative responsibility and their spouses and relatives by blood or affinity up to the second degree and/or performing a trade transaction for him/herself or for a third party that is in group's or its subsidiaries' line of business or becoming an unlimited partner at a partnership that is active in same business lines.			

Information items are not voted.

If minority has any draft resolution, it shall be separately specified to guarantee voting by proxy.

2. Special instruction for other issues which may arise in General Assembly and using minority rights in particular:

a) Proxy shall be authorised to vote as per her/his own opinion.

b) Proxy shall not be authorised to represent for these issues.

c) Proxy shall be authorised to cast vote as per the following special instructions.

SPECIAL INSTRUCTIONS; If any, special instructions from shareholder to proxy shall be specified here..

B) Shareholder defines which shares to be represented by proxy by choosing one of the following options.

1. I certify that proxy shall represent my shares which are specified below in detail.

a) Array and serial:*

b) Number/ Group:**

c) Quantity-Nominal value:

ç) Whether vote has privilege:

d) Whether shares are bearer shares or written in the name:*

e) Proportion of shareholder to possessed total shares/voting rights:

(*)The information about shares which are followed from registrations is not requested.

(**)If any, information regarding the group shall be used instead of number for shares which is followed from registrations.

2. I hereby certify that proxy shall represent all shares of mine in the list regarding the shareholders who can attend to general assembly organized by Merkezi Kayıt Kuruluşu A.Ş. the day before General Assembly.

FULL NAME OR TITLE OF THE SHAREHOLDER (*)

T.R. ID No/Tax ID, Commercial Registry and Number with MERSIS number:

Address:

(*)Submitting equivalents information, if exists, referred for Proxies with foreign nationality is mandatory

SIGNATURE