DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY FOR ACTIVITIES IN 2022 TO BE HELD ON MARCH 30, 2023

INTRODUCTION and GENERAL INFORMATION

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.

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 Capital Market Board's *("CMB")* Corporate Governance Communiqué II-17.1 shall be available at our Company Headquarters, and our Company's corporate website at www.doganholding and on Electronic General Assembly System *("e-GAS")* of Central Registry Agency *("CRA")* three weeks before the meeting for the review of our shareholders.

PROCEDURE TO PARTICIPATE THE GENERAL ASSEMBLY

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.

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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.**

According to Article 19 of our Company's Articles of Association;

"The following principles pertain to our General Assembly.

a) ***Method of Invitation:*** *General Assemblies may be ordinary or extraordinary. Invitations to these meetings are subject to the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and related regulations in force.*

Announcements regarding the general assembly meetings, in addition to the procedures stipulated by the legislation, all manner of communication, including electronic communication, will enable reaching the largest number of shareholders. This will be realized at least three weeks before the date of the general assembly meeting.

In addition to the notifications and explanations that the Company must make in accordance with the legislation, with the announcement of the general assembly meeting, the Capital Markets Law, Capital Markets Board regulations and other applicable legislation, notifications and explanations, are also included.

b) ***Time of Meeting:*** *The Ordinary General Assembly convenes at least once a year. At these meetings, matters that need to be discussed in accordance with the agenda are examined and resolved. Extraordinary General Assembly is called in cases and times required by the Company's business in accordance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and this Articles of Association.*

c) ***Meeting Place:*** *For General Assemblies, the meeting place is the company headquarters or a location to be determined by the Board of Directors that must be in the same city where the Company's headquarters is located.*

d) ***Representation:*** *Shareholders attend the General Assembly meetings, whether or not they are shareholders as they may be represented by a proxy. Voting by proxy will be in compliance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and other legislation.*

e) ***Attendance to the Meeting****At least the members of the Executive Board of Directors attend the General Assembly meetings. It is essential that a member of the Board of Directors and an Independent Auditing Company member also attend. In addition, those who have responsibilities* *regarding the issues on the agenda to provide explanations are legally required to attend the meeting. If they are unable to attend they must submit justifications for their absence to the chairman of the General Assembly.*

In accordance with Turkish Commercial Code, Capital Markets Law, Capital Markets Board and Central Registry Agency Inc. regulations and other applicable legislation, shareholders attend the general assembly meeting. It is not possible to allow the participation and/or voting by the shareholder and/or his/her proxy who have not obtained the proper entry certificate in accordance with the relevant legislation.

f) ***Meeting Presidency:*** *A shareholder elected by the General Assembly is responsible to chair the General Assembly meetings. If the President deems it necessary, he/she may select a Vice President for the meeting and choose a reporting clerk and also appoint a vote collector.*

g) ***Ministry Representative:*** *In both ordinary and extraordinary general assembly meetings, a representative of the Ministry of Customs and Trade must be present at the meeting, in accordance with the Turkish Trade Law, relevant Ministry regulations and other legislation provisions.*

h) ***Voting Rights and Usage:*** *Each share has one voting right at the General Assembly meetings.*

Physical votes are cast by raising hands in General Assembly meetings. One-twentieth of the shareholders represented at the meeting may request a secret ballot.

Shareholders at the meeting may agree among themselves that the usufruct right of a share and the right of disposition of the share belonging to others present at the meeting may be transferred to one or another among themselves.

i) ***Meeting and Decision Quorum:*** *Meeting and decisions at all General Assembly meetings of the company are subject to the provisions of the Capital Markets Law and the Turkish Commercial Code*

j) ***Internal Directive:*** *The Board of Directors, in accordance with the relevant provisions of the Turkish Commercial Code and regulations and communiqués issued within the framework of the General Assembly, prepares an internal directive containing the rules on the principles of the General Assembly and submits it to the approval of the General Assembly. The internal directive approved by the General Assembly is registered and announced in the Trade Registry.*

k) ***k) Electronic Participation in the General Assembly Meeting:****Participation in the company's general assembly meetings as per Article 1527 of the Turkish Commercial Code, may also participate electronically. The electronic general assembly system will allow such shareholders to be present and vote. The electronic system is established in accordance with the provisions of the articles of association and is available for all general assembly meetings. It is ensured that shareholders and their representatives can exercise their rights through this system.*

ADDITIONAL INFORMATION IN ACCORDANCE WITH CAPITAL MARKETS BOARD REGULATIONS

In addition to the notifications and explanations required by our company in accordance with the relevant legislation, additional explanations required to be made in accordance with the regulations of the Capital Markets Board ("CMB") numbered II-17.1 "Corporate Governance Communiqué" are presented below for the information of our shareholders:

a) Information on Shareholding Structure of Our Company, Shares Representing the Capital and Voting Rights

Information on our Company's shareholding structure is presented below:

SHAREHOLDER TITLE / NAME	*Total (TL)*	*Stake (%)*
Adilbey Holding A.Ş.	1,299,679,019.428	**49.66**
DOĞAN Family	378,626,529.184	**14.47**
Doğan Şirketler Grubu Holding A.Ş. (Buyback Shares)	26,902,838.000	**1.03**
Portion traded on Borsa İstanbul and Other Shareholders	911,729,901.388	**34.84**
Total	***2,616,938,288.000***	***100.00***

Information on the shares reflecting the shareholding structure of our company is given below:

Total Number of Shares	**2,616,938,288**
Total number of Voting Shares	**2,616,938,288**
Total Number of Buyback Shares	**26,902,838**
Preferred Shares	**NONE**

b) Information on Management and Operational Changes significantly affecting operations

There are no management and operational changes that occurred in the previous accounting period or planned for the upcoming accounting periods that are considered to have a significant impact on our Company's operations.

c) If there is a dismissal, replacement or election of the members of the board of directors in the agenda of the general assembly meeting, the grounds for dismissal and replacement, information about the persons whose nominations for the members of the board of directors have been communicated to our company:

The nomination and election of the Independent Members of the Board of Directors of our company is based on the Capital Markets Board's "Corporate Governance Communiqué" numbered II-17.1.

Accordingly, in the decision of the Capital Markets Board dated 16.02.2023 and numbered 10/190 and within the framework of the provisions of the "Corporate Governance Communiqué" numbered II-17.1 of the CMB; it was decided that Hüseyin Faik AÇIKALIN, Ali Aydın PANDIR, Ayşegül İLDENİZ and Ali Fuat ERBİL, who did not have negative opinions about their candidacies for our company's independent board of directors, as was announced on the Public Disclosure Platform (https://www.kap.org.tr/tr/Bildirim/1116041 on 22.02.2023, were nominated as independent board members to be voted on at the Ordinary General Assembly Meeting for the accounting period of 1 January 2022 – 31 December 2022).

The CVs and declarations of independence of the aforementioned independent board member candidates are given in Appendix 2.

d) <u>Shareholders' Demands Regarding Adding an Item to the Agenda</u>

Şirketimiz Yatırımcı İlişkileri Bölümü elektronik posta adresine (ir@doganholding.com.tr); Jilber TOPUZ adlı yatırımcı tarafından Şirketimizin 2022 yılı hesap, işlem ve faaliyetlerinin görüşüleceği Olağan Genel Kurul Toplantı gündemine aşağıdaki maddenin eklenmesi talebi iletilmiştir:

"Doğan Şirketler Grubu Holding A.Ş.'nin bazı yönetim kurulu üyelerine Amerika Birleşik Devletleri'nde açılan dava ve soruşturmalarla ilgili olarak dava açılan yönetim kurulu üyelerinin isimleri, davaların gerekçeleri ve davalarda gelinen aşamalar hakkında haziruna bilgi verilmesi"

Our company's Investor Relations Department e-mail address (ir@doganholding.com.tr) received an e-mail from an investor named Jilber TOPUZ who sent a request to add the following item to the agenda of the Ordinary General Assembly Meeting, where the accounts, transactions and activities of our Company for 2022 will be discussed:

"Informing the court about the names of the members of the board of directors who were prosecuted in relation to the lawsuits and investigations filed in the United States of America, the grounds of the lawsuits and the steps taken in the lawsuits"

In Article 411 of the Turkish Commercial Code No. 6102 there is the following clause; "(…) Shareholders constituting at least one-tenth of the capital and one-twentieth of the capital of publicly traded companies may request the board of directors to call the general assembly for a meeting or, if the general assembly is already to be convened, to put on the agenda the issues they want to be resolved, by stating the necessary reasons and the agenda in writing. (…)".

Similarly, in the third paragraph of Article 9 of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend These Meetings, titled 'Persons authorized to make the call for assembly', there is a provision that states that it is stated that: *Minority shareholders constituting at least one-tenth of the capital and one-twentieth of the capital of publicly traded companies or if allowed for in the Company's Articles of Association, a minority share representing a lesser amount , may request, in writing, to call the general assembly meeting or, if the general assembly is already to be convened, to put the issues they want to be resolved on the agenda, in writing, by stating the necessary reasons and the agenda, from the board of directors.* The request to put an item on the agenda must reach the board of directors before the payment of the announcement fee for the publication of the call notice in the Turkish Trade Registry Gazette.

Accordingly, as a result of our Company's evaluation of the request of Mr. Jilber TOPUZ to add an item to the agenda above; it is understood that Mr. Jilber TOPUZ does not have a share of at least one in twenty (5%) in the paid-in capital of our Company. Requesting an item to be added to the agenda of the General Assembly within the scope of Article 411 of the Turkish Commercial Code No. 6102 and Article 9 titled 'Persons authorized to make the call to assembly' of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend These Meetings. Jilber TOPUZ's request to add an item to the agenda was not accepted, since the right of the shareholders representing at least one twentieth (5%) of our Company's capital belongs to such shareholders.

e) <u>Information on the Amendment of the Articles of Association</u>

There is no change in the articles of association on the agenda of the Ordinary General Assembly Meeting of our company to be held on March 30, 2023.

AGENDA ITEMS OF THE GENERAL ASSEMBLY AND EXPLANATIONS REGARDING THE ITEMS

Our explanations regarding the agenda items are as follows:

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AGENDA ITEMS OF THE GENERAL ASSEMBLY DATED MARCH 30, 2023

1) Opening, formation of Meeting Presidency and authorizing Meeting Presidency to sign Meeting Minutes.

Rationale and Explanations	A chairman and a committee *("Meeting Presidency")* will be elected to manage the General Assembly in accordance with the framework of the provisions of the Turkish Commercial Code no. 6102 *("TCC")* and *"the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation").* The presidency will be authorized to sign meeting minutes.

2) Reading, discussing and approving the 2022 Annual Report prepared by the Company's Board of Directors.

Rationale and Explanations	As per the TCC and Regulation, Annual Report for the fiscal period January 1, 2022 and December 31, 2022 shall be read, discussed and submitted to approval. (Related documents are available at Company's headquarters, Company's corporate website at www.doganholding.com.tr, Public Disclosure Platform *("PDP")*, (www.kap.org.tr) and Electronic General Assembly System *("e-GAS")* of Central Registry Agency *("CRA").*).

3) Reading the Independent Audit Report for the fiscal period January 1, 2022 and December 31, 2022, without submitting to vote and a resolution.

Rationale and Explanations	As per the TCC and Regulation, Independent Audit Institution's Opinion for the fiscal period January 1, 2022 and December 31, 2022 shall be read, discussed and submitted to approval. (Related documents ara available at Company's headquarters, Company's corporate website at www.doganholding.com.tr, PDP, (www.kap.org.tr) and e-GAS of CRA.).

4) Reading, discussing and approving the Financial Statements for the fiscal period January 1, 2022 and December 31, 2022.

Rationale and Explanations	As per the TCC and Regulation, Financial Statements for the fiscal period January 1, 2022 and December 31, 2022 shall be read, discussed and submitted to approval of our shareholders. (Related documents ara available at Company's headquarters, Company's corporate website at www.doganholding.com.tr, PDP, (www.kap.org.tr) and e-GAS of CRA.).

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,

Rationale and Explanations	As per the TCC and Regulation, release of Board of Directors and Company Management for the activities, transactions and accounts for the fiscal period January 1, 2022 and December 31, 2022 shall be submitted to approval of our shareholders at the General Assembly.

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.

Rationale and Explanations	It has been resolved to submit to the approval of The General Assembly the following in accordance with the Turkish Commercial Code ("TCC") no. 6102, Capital Markets Law no.6362 and Capital Markets Board ("CMB") Regulations, Corporate Tax Law no. 5520, Income Tax Law No. 193, Tax Procedure Law no.213, other relevant legal legislation provisions, the relevant provisions of the Company's Articles of Association and the "Dividend Distribution Policy" that have been announced publicly: - In accordance with the provisions of the CMB's II-14.1 "Communiqué on Principles Regarding Financial Reporting in the Capital Markets", Turkish Accounting Standards ("TAS") published by the Public Oversight, Accounting and Auditing Standards Authority ("POA") and Turkish Financial Reporting Standards ("TFRS"); according to the consolidated financial statements for the financial period of 01.01.2022- 31.12.2022, prepared in accordance with the TFRS, the presentation principles of which are determined in accordance with the CMB's Decisions on the subject and which have been independently audited, taking into account the "Deferred Tax Income", "Tax Expense for the Period" and "Minority Interests", "Net Income for the Period" is TRY 6,014,410,000.00. - Considering the fact that "Income from Sale of Subsidiary" of TRY 612,021,087.17, which is calculated based on the Subparagraph e of the 1st paragraph of the 5th article of the Corporate Tax Law No. 5520, and "Venture Capital Fund" of TRY 87,639,729.82, which is calculated based on Article 325/A of Tax Procedure Law no.213, cannot be subject to dividend distribution; after calculation of "General Legal Reserve" of TRY 43,693,022.23 pursuant to paragraph (1) of Article 519 of the TCC, "Net Distributable Income for the Period" is TRY 5,271,056,160.78 - After deducting the "Advance Dividend" of TRY 291,000,000.00 distributed pursuant to the Board of Director's decision dated November 08, 2022 no.2022/34 "Net Distributable Income for the Period after Advance Dividend" is TRY 4,980,056,160.78 in the fiscal period January 01, 2022 and December 31,2022. - After adding the "Donations" of TRY 21,884,447.12 made in 2022, "Net Distributable Income for the Period after Advance Dividend and

Added Donations” is TRY 5,001,940,607.90 in the fiscal period January 01, 2022 and December 31,2022.

- According to the Legal Accounting Records (“Legal Accounting Records”) for the financial period of 01.01.2022 - 31.12.2022 kept in accordance with the Uniform Chart of Accounts (“Accounting System Implementation General Communique”) published by the Ministry of Treasury and Finance and within the scope of the Tax Legislation:
- Considering the “Tax” of TRY 181,414,240.73 in fiscal period “Net Income for the Period” is TRY 1,573,521,261.53 in the fiscal period 01.01.2022-31.12.2022.

- Considering the fact that “Income from Sale of Subsidiary” of TRY 612,021,087.17, which is calculated based on the Subparagraph e of the 1st paragraph of the 5th article of the Corporate Tax Law No. 5520, and “Venture Capital Fund” of TRY 87,639,729.82, which is calculated based on Article 325/A of Tax Procedure Law no.213, cannot be subject to dividend distribution; after calculation of “General Legal Reserve” of TRY 43,693,022.23 pursuant to paragraph (1) of Article 519 of the TCC, “Net Distributable Income for the Period” is TRY 830,167,422.31

- After deducting the “Advance Dividend” of TRY 291,000,000.00 distributed pursuant to the Board of Director’s decision dated November 08, 2022 no.2022/34 “Net Distributable Income for the Period after Advance Dividend” is TRY 539,167,422.31 in the fiscal period January 01, 2022 and December 31,2022.

a) Accordingly, Legal Accounting Records for the financial period of 01.01.2022 - 31.12.2022 shall be the basis for dividend distribution.

b) In this context, as it is understood that there is no need to allocate additional "General Legal Reserves" pursuant to paragraph 4 of Article 519 of the TCC, a total of TRY 190,000,000.00 ("gross"), and TRY 171,000,000.00 ("net"), corresponding to 7.260% gross and 6.534% net of the "Paid-in Capital", "cash" profit distribution will be made in line with the “decimal” rules of Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) applicable at the start of the distribution. The dividend distribution shall start on May 31, 2023, at the latest.

c) Within the framework of the CMB and POA regulations, according to the financial statements prepared in accordance with TAS and TFRS, the undistributed profits amounting to TRY 4,790,056,160.78, after the above-mentioned legal and special provisions are set aside, shall be classified under "Retained Earnings or Losses" account.

d) According to the Legal Accounting Records, after the above-mentioned legal and special provisions are set aside a total of TRY 352,638,553.56 composed of the undistributed profits amounting to TRY349,167,422.31 and “Sale of Subsidiary Share Exemption” of TRY 3,741,131.25 which was previously classified under “Special Fund” accounts pursuant to subparagraph e of the 1st paragraph of the 5th article of the Corporate Tax Law No. 5520 and whose 5-year period,

	determined by Tax Legislation, is over shall be classified under "Extraordinary Reserves" account . Bu açıdan; Şirket Yönetim Kurulu'nun kar dağıtım önerisi; Genel Kurul'da pay sahiplerimizin görüş ve onayına sunulacaktır. Accordingly, proposal of our Company's Board of Directors on dividend distribution shall be submitted to the review and approval of our shareholders at the General Assembly.

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

Rationale and Explanations	In accordance with the provisions of TCC and the related regulations, remunerations for the members of the Board of Directors shall be determined. According to the Article 17 of our Company's Articles of Association; *"Resolutions in relation to remuneration, allowance, paying dividends from annual profits, paying bonus/premium to the Members of the Board of Directors shall be determined by the General Assembly. Remuneration of the members of the Board of Directors may differ on the basis of the duties, powers and responsibilities undertaken in the Board of Directors.* *The Capital Markets Law, the regulations of the Capital Markets Board, and the provisions of the other relevant legislation in effect shall be complied by determining the financial rights to be provided to the independent Board Members.* *The Board of Directors shall determine whether the committee chairperson and members will be paid any remuneration for the tasks they have undertaken in the committees, if they will be paid, the amount, the terms and conditions has been indicated by the BoD in the resolution of forming the committee."*

8) Determination of the number and duty term of the Members of the Board of Directors, making elections to serve in determined terms,

Rationale and Explanations	In accordance with the provisions of TCC and related regulations, members of the Board of Directors shall be elected by the General Assembly. According to the Article 12 of our Company's Articles of Association; *"The Company is managed and represented by the Board of Directors composed of minimum 6 and maximum 12 that will be elected by the General Assembly. The members of the Board, with the ratio or amount set by Capital Markets Board, are selected among candidates who have independent member qualities. Determination, nomination, numbers, qualities, election, registration and/or dismissal of the independent board members, shall be in accordance with Capital Markets Law, Capital Markets Board regulations and other relevant legislations.* *As a principle, Members of the Board are elected among individuals who have the basic knowledge on the legal procedures regulating the actions and transactions regarding the area of activities of the Company, the training and experience on the management of the Company, the ability to interpret financial tables and reports and preferably an academic education.*

	Majority of the Board of Directors shall be composed of non-executive members. *The members of the Board of Directors are elected for a maximum term of office for 3 years. If duty period is not clearly mentioned in the resolution of General Assembly, it shall be deemed that the election is made for 1 year.* *If any Member of the Board is vacated for any reason, a person with the required qualities shall be elected by the Board of Directors to be presented for the next General Assembly approval. Such person shall complete the duration of the person, for whom he was elected for, if his/hers membership is approved by the General Assembly.* *A Member of the Board of Directors that is a legal entity may change the person registered on its behalf at any time.* *If deemed necessary by the General Assembly, the members of The Board of Director may be replaced at any time"* Resumes of Hüseyin Faik AÇIKALIN, Ali Aydın PANDIR, Ayşegül İLDENİZ and Ali Fuat ERBİL who has not received a negative opinion by CMB as per its decision numbered 10/190, and dated February 16, 2023 and related decisions of our Board of Directors, is available in (Appendix/2), as well as their statements of independence.

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.

Rationale and Explanations	Considering our Company's Board of Director's decision on March 07, 2023 no. 2023/8 and positive opinion of our Company's Audit Committee, it had been resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi as the independent auditing company to independently audit our Company's financial reports in the 2023 fiscal year and to perform other related activities in accordance with the principles determined in accordance with the Turkish Commercial Code no.6102, Capital Markets Law no.6362 and the Decree Law No. 660 and the provisions of the secondary legislation in force in. It had also been resolved that the abovementioned appointment shall be submitted to the approval of the General Assembly. Accordingly, related proposal of the Board of Directors shall be submitted to the review and approval of our shareholders at the General Assembly.

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,

Rationale and Explanations	Authorization of members of the Board of Directors to engage in transactions stated in article 395 of TCC titled *"Prohibition of making transactions with the company, borrowing from the company"* and article 396 titled *"Prohibition of Competition"* will be submitted to the approval of the shareholders.

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.

Rationale and Explanations	Alternative financing methods shall always remain on our agenda in order to take swift actions and to manage or capital structure efficiently and effectively. In this respect, until the next Ordinary General Assembly Meeting, within the framework of Article 11 of the Articles of Association, authorization of the Board of Directors to issue debt instrument up to the ammount allowed by the CMB, TCC, Capital Markets Law, and additional legislation and to determine issue conditions shall be submitted to the approval of the General Assembly. If the agenda item is approved by the General Assembly, our Company's maneuverability in financing shall increase. Accordingly, 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 shall be submitted to the review and approval of our shareholders at the General Assembly.

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.

Rationale and Explanations	According to the Article 22 of our Company's Articles of Association:; *"Board of Directors, provided that it is authorized by the General Assembly, may distribute advance dividend, in accordance with Capital Markets Law Article 20 and relevant Capital Markets Board regulations."* Authorization of Board of Directors to determine advance dividend payment up to the ammount allowed by TCC, Capital Markets Law and Capital Markets Regulation and related regulatin and date and conditions of the distribution shall be ve submitted to the review and approval of our shareholders at the General Assembly.

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,

Rationale and Explanations	Our Company has made *"donations and aid"of TRY 21,884,447.12 in the fiscal period January 01, 2022 and December 31, 2022.*

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.

Rationale and Explanations	According to the Article 20 of our Company's Articles of Association; *"Upper limit of the aids and donations to be made by the Company in one accounting period within the framework of the principles specified in Article 4 of the Articles of Association shall be determined by the General Assembly."* As per the above statement in our Company's Articles of Association regarding the donations and aids, proposal of our Company's Board of Directors for upper limit of donations and aids that could be made in the fiscal period January 01, 2023 and December 31, 2023 shall be submitted to the review and approval of our shareholders at the General Assembly.

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.

Rationale and Explanations	Our shareholders will be informed at the General Assembly regarding the payments that were made within the scope of *"Remuneration Policy" **(Appendix/3)***, that was determined for members of Board of Directors and senior managers, in accordance with CMB's Corporate Governance Communiqué.

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,

Rationale and Explanations	Our shareholders will be informed at the General Assembly that no income and benefit was obtained due to the collaterals, pledges, mortgages and surety granted in favor of third parties in accordance with the provisions of the Corporate Governance Communiqué (II-17.1.)

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.

Rationale and Explanations	In accordance with the provisions of the Corporate Governance Communiqué (II-17.1.), shareholders must be informed 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. Accordingly, our shareholders will be informed at the General Assembly that no 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 exist.

APPENDIX

1) Proxy Sample.
2) Resumes of Independent Board Member Nominees and their statements of independence
3) Remuneration Policy.

APPENDIX/1

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 thefollowing 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.

Instructions:

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).

No	Agenda Item(*)	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.			

No	Agenda Item(*)	Approval	Rejection	Counter Statement
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			

No	Agenda Item(*)	Approval	Rejection	Counter Statement
	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

APPENDIX/2

RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Hüseyin Faik AÇIKALIN

After earning a Bachelor of Science in Business Administration from the Middle East Technical University, Faik Açıkalın began his banking career in 1987 as a management trainee at Interbank. He subsequently held various positions, including Internal Auditor, Relationship Manager, Branch Manager and Marketing Manager at Interbank, Marmarabank, Kentbank, Finansbank and Demirbank.

In May 1998, he joined Dışbank— later renamed Fortis following its acquisition by the eponymous international finance group—as Executive Vice President. Later that year, he was appointed Chief Operating Officer (COO) responsible for the coordination and communication between the Board of Directors and business units. He also assumed his position as a Member of the Credit Committee. In June 1999, Açıkalın was appointed Deputy Chief Executive Officer (CEO) and a member of the Board of Directors. In December 2000, he became CEO of Dışbank. Following the acquisition of the majority shares of Dışbank by Fortis in July 2005, he continued to serve as CEO of the bank after it was renamed Fortisbank. Within that period he worked at international management of Fortis.

In October 2007, he resigned from his duties at Fortisbank and became CEO of Doğan Gazetecilik. In April 2009, Açıkalın was appointed Executive Director of Yapı Kredi's Board of Directors and was also appointed Chairman of the Executive Committee.

Serving as Yapı Kredi's CEO since May 2009, in addition to his current role, Açıkalın was also appointed as CEO of Koç Financial Services in 2010 Furthermore, in August 2011, Açıkalın became the President of Koç Holding's Banking and Insurance Group. Açıkalın also still serves as Chairman of Yapı Kredi Malta, Yapı Kredi Invest, Yapı Kredi Leasing, Yapı Kredi Factoring, Yapı Kredi Bank Nederland NV, Yapı Kredi Bank Azerbaijan, Yapı Kredi Bank Moscow, Yapı Kredi Koray Real Estate Investment Trust, and Koç Finansman A.Ş., and as Vice Chairman of Banque de Commerce et de Placements S.A. and Allianz Yaşam ve Emeklilik and as Director of the Banks Association of Turkey. At the end of 2017, Açıkalın left his duties at Koç Holding, YKB and its subsidiaries.

Hüseyin Faik Açıkalın has been serving as an Independent Board Member on Doğan Holding's Board of Directors since March 30th, 2018.

Date: 16/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ali Fuat ERBİL

After having graduated from the Middle East Technical University Department of Computer Engineering in 1990, Ali Fuat Erbil earned his MBA from Bilkent University between 1990 and 1992. He started his business life and banking career as a Management Associate with Interbank in 1992, and worked at various branches as a corporate banking customer representative until 1995. In the meantime, Erbil started working on his PhD in Banking and Finance from Istanbul Technical University, and was awarded the title Doctor in 1998.

Until mid-1997, he was the Head of the Research Department at Inter Investment, upon which his career of 23 years with Garanti Bank started. He was first the Department Head for Alternative Distribution Channels with his main responsibility being the launch of Internet banking. In April 1999, he was promoted as the Deputy General Manager. Serving Garanti Bank as the Deputy General Manager for 16 years, he worked in various areas across the bank during this time. Some of these areas include Retail Banking, Corporate Banking, Digital Banking, Financial Institutions, Mortgage, and Human Resources.

As of 2015, Erbil started serving as the Board Member and the General Manager at Garanti Bank during which time he also served as the Chairman for the institutions which were subsidiaries of the Bank. Some of these subsidiaries include Garanti Bank International (Netherlands), Garanti Bank Romania, Garanti Leasing, Garanti Pension and Life, Garanti Factoring, Garanti Investment, Garanti Payment Systems, and Garanti Technology. In September 2019, he has left his duties at Garanti Bank and its subsidiaries.

Ali Fuat Erbil is the Global Advisory Board Member of C2FO, an American fintech company, and he is a board member of Akbank AG (Germany).

Date: 17/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ali Aydin PANDIR

After completing his education at Istanbul Technical University as a Mechanical Engineer, Ali Aydın Pandır started his professional business life at Koç Holding, where he worked between 1981 – 1989, having started as an engineer and an executive at its R&D and Otokar companies.

He joined General Motors in 1990, where he served at various positions, namely, Opel Turkey After Sales Manager until 1992, Germany Opel International After Sales Manager between 1992 and 1995, Business Development Manager at Singapore General Motors Asia Pacific Center between 1995 and 1998, General Manager at Shanghai General Motors between 1998 and 2000, General Manager at General Motors Overseas Distribution Corporation between 2000 and 2005, and Chairman at General Motors Indonesia between 2005 and 2006.

After having continued his career as the Tofaş CEO until 2012 and the Fiat Group Turkish Country Head until 2013, upon joining Fiat in 2006, he has joined the Erdemir Group in 2013, and served as the Chairman and the CEO of the Ereğli and İskenderun Iron and Steel Industry Co. until 2017.

He has been making investments in the education sector in addition to serving as management consultant, independent board member, and NGO board member at various institutions and entities since 2017.

Date: 16/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

RESUMES OF INDEPENDENT BOARD MEMBER NOMINEES

Ayşegül İLDENİZ

Ayşegül İldeniz is a pioneer in innovation, technology transformation and future vision in Silicon Valley and Istanbul. Ayşegül İldeniz holds a degree in Business Administration from Bosphorus University and a Masters in Digital Communications Arts from San Francisco State University, upon which she joined global microprocessor giant Intel in 1998, and was first the General Manager for Turkey, following which she ran Intel's Middle East, Turkey and Africa region, covering 67 countries, was the Member of the Board for Intel Europe, and served as the Deputy Global Head of the New Technologies Group at the Intel Headquarters at Silicon Valley. She joined in 2016 as the COO for Silver Spring Networks, a company traded in the New York stock market, and held half of the US smart energy market with more than 26 million subscribers; and transformed leading cities of the world like Chicago, Singapore, Paris, Copenhagen, and Dubai into smart cities.

In 2015, she was listed as one of the top 100 most creative person in business by Fast Company magazine, one of the most prestigious publications in the US, and is awarded as the third most influential Turkish woman by TOA (Turks of America) magazine, and in Turkey, she was selected "Best Woman IT Manager of the Year" in 2004 and "Best Woman Manager of the Year" in 2006 by Dünya Gazette. Currently, she is the chair of TÜSİAD Silicon Valley Network and serves on the board of Turkish Philanthropy Funds.

She serves on the boards of Eczacıbaşı Holding A.Ş., Zorlu Enerji A.Ş., Vestel Elektronik A.Ş. and Vestel Beyaz Eşya A.Ş. until 2018.

Date: 08/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER NOMINEES

Date: 16/01/2023

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fullfil the contitions of "Independent Board Membership" determined by Capital Markets Law, Capital Markets Board's Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company's Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Hüseyin Faik AÇIKALIN

(ORIGINAL DOCUMENT IS SIGNED)

STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER NOMINEES

Date: 17/01/2023

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fullfil the contitions of "Independent Board Membership" determined by Capital Markets Law, Capital Markets Board's Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company's Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Ali Fuat ERBİL

(ORIGINAL DOCUMENT IS SIGNED)

STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER NOMINEES

Date: 16/01/2023

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fullfil the contitions of "Independent Board Membership" determined by Capital Markets Law, Capital Markets Board's Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company's Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Name : Ali Aydın PANDIR

(ORIGINAL DOCUMENT IS SIGNED)

STATEMENTS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER NOMINEES

Date: 08/01/2023

STATEMENT OF INDEPENDENCE

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
To Chair of Board of Directors,

I hereby certify that as an Independent Board Member nominee, I fullfil the contitions of "Independent Board Membership" determined by Capital Markets Law, Capital Markets Board's Corporate Governance Communiqué II-17.1, Capital Markets Board principle decisions and our Company's Articles of Association, that in case I am elected, I shall inform Chair of the Board of Directors from the moment that I recognize that related independence criteria are no longer valid and that I will act in line with your Board Decision and resign from my duty if deemed necessary.

Kind Regards,

Date : Ayşegül İLDENİZ

(ORIGINAL DOCUMENT IS SIGNED)

APPLICATION FORMS FOR INDEPENDENT BOARD MEMBER NOMINEES

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

APPLICATION FORM FOR INDEPENDENT BOARD MEMBER NOMINEE

NAME-SURNAME: Hüseyin Faik AÇIKALIN

T.R. IDENTITY NO:

TAX NO:

ADRESS:

E-MAIL:

NATIONALITY:

DUTIES IN LAST TEN YEARS:

COMPANY/INSTITUTION NAME	POSITION	STARTING DATE	ENDING DATE	REASON FOR LEAVE
Koç Holding A.Ş.	President/Banking and Insurance Group	August 2011	December 2017	Resignment/Retirement
Yapı ve Kredi Bankası A.Ş.	General Manager,	May 2009	December 2017	Resignment/Retirement
	Executive Member			
	Executive Board Chairman			
Koç Finansal Hizmetler A.Ş.	CEO	March 2010	December 2017	Resignment/Retirement
Allianz Yaşam ve Retirement A.Ş.(Yapı Kredi Retirement A.Ş.)	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Faktoring A.Ş.	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Finansal Kiralama A.O	Chairman	July 2009	December 2017	Resignment/Retirement
Yapı Kredi Yatırım Menkul Değerler A.Ş.	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Koray Gayrimenkul Yatırım Ortaklığı A.Ş.	Chairman	March 2009	December 2017	Resignment/Retirement

Yapı Kredi Bank Nederland N.V	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Bank Azerbeycan	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Moskow	Chairman	June 2009	December 2017	Resignment/Retirement
Yapı Kredi Holding B.V	Chairman	March 2009	December 2017	Resignment/Retirement
Yapı Kredi Bank Malta Ltd.	Chairman	March 2014	December 2017	Resignment/Retirement
Türkiye Bankalar Birliği	Board Member	May 2009	December 2017	Görevden Ayrılma
Banque de Commerce et de Placements S.A	Chairman	September 2011	December 2017	Resignment/Retirement
Gelişim Gayrimenkul ve Yatırım Ticaret A.Ş.	Chairman	August 2011	August 2016	Resignment/Retirement
Yapı Kredi Sigorta A.Ş.	Chairman	June 2009	July 2013	Resignment/Retirement
Unicredit Menkul Değerler A.Ş.	Chairman	June 2009	May 2013	Resignment/Retirement
Doğan Şirketler Grubu Holding A.Ş.	Board Member	March 2018	Devam	
Eczacıbaşı Holding A.Ş.	Board Member	May 2018	May 2021	End of Duty Term
Migros A.Ş.	Board Member	May 2018	Devam	
Karsu Tekstil San. Tic. A.Ş.	Board Member	April 2019	Devam	
Galata Wind Enerji A.Ş.	Board Member	August 2021	Devam	
Global Yatırım Holding A.Ş.	Board Member	May 2022	Devam	

I hereby declare that I am a nominee to be elected as "Independent Member" to the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.

Date : 16/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

APPLICATION FORM FOR INDEPENDENT BOARD MEMBER NOMINEE

NAME-SURNAME:	Ali Fuat ERBİL
T.R. IDENTITY NO:	
TAX NO:	
ADRESS:	
E-MAIL:	
NATIONALITY:	

DUTIES IN LAST TEN YEARS

COMPANY/INSTITUTION NAME	POSITION	STARTING DATE	ENDING DATE	REASON FOR LEAVE
T. Garanti Bankası A.Ş.	Assistant General Manager	April 1999	September 2015	Promotion
T. Garanti Bankası A.Ş.	General Manager	September 2015	September 2019	Retirement
GarantiBank International (Hollanda)	Chairman	September 2015	September 2019	Resignment
GarantiBank Romanya	Chairman	September 2015	September 2019	Resignment
Garanti Retirement	Chairman	September 2015	September 2019	Resignment
Garanti Leasing	Chairman	September 2015	September 2019	Resignment
Garanti Faktöring	Chairman	September 2015	September 2019	Resignment
Garanti Ödeme Sistemleri	Chairman	September 2015	September 2019	Resignment
Garanti Yatırım	Chairman	September 2015	September 2019	Resignment
Garanti Teknoloji	Chairman	September 2015	September 2019	Resignment

C2FO (USA)	Global Advisory Board Member	August 2020	-	Continuing
Akbank AG (Almanya)	Board Member	January 2021	-	Continuing
Doğan Şirketler Grubu Holding A.Ş.	Independent Board Member	April 2021	-	Continuing

I hereby declare that I am a nominee to be elected as "Independent Member" to the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.

Date : 17/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

APPLICATION FORM FOR INDEPENDENT BOARD MEMBER NOMINEE

NAME-SURNAME: Ali Aydın Pandır

T.R. IDENTITY NO:

TAX NO:

ADRESS:

E-MAIL:

NATIONALITY:

DUTIES IN LAST TEN YEARS

COMPANY/INSTITUTION NAME	POSITION	STARTING DATE	ENDING DATE	REASON FOR LEAVE
Tofaş AŞ	CEO and Board Member	2006	2015	Resignment
Türk Traktör AŞ	Board Member	2013	2015	Resignment
Koç Fiat Kredi	Board Member	2006	2012	Resignment
Fermas AŞ	Board Member	2006	2012	Resignment
Prysmian Kablo	Independent Board Member	2012	2016	Resignment
Doğan Holding	Independent Board Member	2012	2016	Resignment
Ereğli Demir Çelik	Chairman and CEO	2013	2017	Resignment
İskenderun Demir Çelik	Chairman and CEO	2013	2017	Resignment
Kale Holding	Board Member	2016	2017	Resignment
Kale Havacılık	Board Member	2017	2019	Resignment
Kale Kalıp	Board Member	2017	2019	Resignment
Kale Pratt Whitney	Board Member	2017	2019	Resignment

Kale Arge	Board Member	2017	2019	Resignment
Kalibre Holding	Board Member	2016	Continuing	
Alapala Holding	Board Member	2019	Continuing	
Belgin Madeni Yağlar	Board Member	2018	Continuing	
Doğru Odak Eğitim Hizmetleri	Founding Partner	2017	Continuing	
Doğan Şirketler Grubu Holding AŞ	Independent Board Member	2021	Continuing	

I hereby declare that I am a nominee to be elected as "Independent Member" to the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.;

Date : 16/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

APPLICATION FORM FOR INDEPENDENT BOARD MEMBER NOMINEE

NAME-SURNAME:	Ayşegül İldeniz
T.R. IDENTITY NO:	
TAX NO:	
ADRESS:	
E-MAIL:	
NATIONALITY:	

DUTIES IN LAST TEN YEARS

COMPANY/INSTITUTION NAME	POSITION	STARTING DATE	ENDING DATE	REASON FOR LEAVE
Intel Inc.	Region President, Turkiye, Middle East, Africa	1.1.2004	31.12.2013	Promotion
Intel Inc.	Deputy Global Head of the New Technologies Global	1.1.2014	20.8.2016	Resignment
Silver Spring Networks Inc.	COO (Chief Operating Officer)	21.8.2016	20.1.2018	Sale of company
Eczacıbaşı Holding A.Ş.	Board Member	15.4.2018	-	-
Vestel Elektronik A.Ş.	Board Member	15.4.2018	-	-
Vestel Beyaz Eşya A.Ş.	Board Member	15.4.2018	-	-
Zorlu Enerji A.Ş.	Board Member	15.4.2018	-	-
Doğan Şirketler Grubu Holding A.Ş.	Independent Board Member	08.04.2021	-	-
Pegasus Hava Taşımacılığı A.Ş.	Independent Board Member	16.09.2022	-	-

I hereby declare that I am a nominee to be elected as "Independent Member" to the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.;

Date : 08/01/2023

(ORIGINAL DOCUMENT IS SIGNED)

APPENDIX/3

REMUNERATION POLICY

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
REMUNERATION POLICY

Unless our Board of Directors makes a decision contrariwise, duties of the "Remuneration Committee" are carried out by the **Corporate Governance Committe**e as also stipulated by the Communiqué for Corporate Governance (II-17.1) ("Communiqué") of the Capital Markets Board.

A- General

In consideration of the market conditions and balanced implementations within Doğan Şirketler Grubu Holding A.Ş. ("Company"), the Company adopts principle of **"equal remuneration for equal jobs".**

"Market trends" and "performance evaluations" are taken into account in defining the remuneration levels and updating the same.

Annual salary raises are reflected to salaries of employees in the rates and in time periods deemed required by the employer upon approval of the **Chairman of the Executive Board**.

All employees are allowed, in addition to salaries, some **"auxiliary benefit packages"** in line with their positions.

Senior executives and other personnel who engage in management may gain additional **"premiums"** or **"rewarding"** depending on their performances.

Meetings are organized with the personnel for giving information and taking their opinions about various subjects including the financial status of the Company, remunerations, careers, training and health.

All staff is announced about their job descriptions and distribution along with performance and rewarding criteria. Productivity is taken into consideration in defining the remuneration and other benefits to the staff. Company may make plans of gaining shares by the personnel.

B- Corporate Governance Committee

Corporate Governance Committee;

a) defines and monitors the principles, criteria and applications, by taking into consideration of the long term targets of the Company, of remuneration of members of the Board of Directors and of the senior executives with management responsibilities and their performance evaluation;

b) submits proposals to the Board of Directors in connection with the remuneration of members of the Board of Directors and of the senior executives with management responsibilities by taking into consideration of the degree of reaching the criteria used in remuneration.

besides, submits criticism and performance evaluation on Board of Directors, and on senior executives who have offices in both the board and carrying management responsibilities.

C-Board of Directors

In accordance with provisions of the article 394 of the Turkish Commercial Code, members of the Board of Directors may be paid attendance fee, wage, gratuity, premium and dividend from annual profit providing the relevant amounts are defined by the Articles of Association or by a resolution of the General Assembly. Those of the members of the Board of Directors who are charged also in operations are offered, along with the "attendance fee" they receive due to being a member of the Board of Diresctors, monthly salaries and any relevant benefits for their duties in the company.

Such principles of remuneration of the members of the Board of Directors and executives with management responsibilities are made in written in order to present to the shareholders' information in a separate article of the agenda of the General Assembly meeting so participants may give their opinions. The Remuneration Policy is announced by the official web site of the Company of www.doganholding.com.tr address.

Dividends, share options or performance based Company payment plans are not used in the remuneration of the independent members of the Board of Directors. On the other hand, care is shown onto the fact that the remuneration of the independent members of the Board of Directors shall be in the way to support them to preserve their independence.

The Company does not give loans, allow credits, extend any payment terms for any credits or loans formerly allowed or optimize conditions thereof, if any, or allow credits under personal credits through a third individual to or show guarantees including sureties to the benefit of a member of the Board of Directors or senior executive with management responsibilities.

All fees paid and other benefits supplied to the members of the Board of Directors and senior executives with management responsibilities (including salaries, gratuities, any other regular and occasional payments along with monatory, shares, derived products subject to shares, share purchase options given to the employee within share earning plans, non-cash payments such as automobile and housing of which possessions are given and/or which are given temporarily given for use only) are announced to public by classifying through annual report of activities as registered with a title deed.