

**Share Buy Back Program for the Shares Representing the Capital of Doğan Şirketler Grubu Holding A.Ş.  
Being Bought Back from the Exchange by Doğan Şirketler Grubu Holding A.Ş.**

**FIRST PART**

**Purpose, Scope, Grounds and Definitions**

**Purpose and Scope**

**ARTICLE 1 – (1)** The purpose of this Share Buy Back Program (“Buyback Program” or “Program”) for the shares representing the capital of Doğan Şirketler Grubu Holding A.Ş. being bought back from the Borsa İstanbul (“Exchange”) by Doğan Şirketler Grubu Holding A.Ş. is to set down the procedures and principles relating to the acquisition of its own shares by Doğan Şirketler Grubu Holding A.Ş. (the “Company” or “Doğan Holding”) and the disposal of the shares that have been bought.

**Grounds**

**ARTICLE 2 – (1)** This Program has been prepared taking into consideration Article 379 of the Turkish Commercial Code (“TCC”), Articles 22, 48, 101, and 108 of the Capital Markets Law No. 6362 (“CML.”) and the II-22.1 “Buyback Shares Communiqué” (“Communiqué”) of the Capital Markets Board (“CMB”), published in the Official Gazette of January 03, 2014, no. 28871.

**Definitions**

**ARTICLE 3 – (1)** In this Program, the following terms shall have the following meaning:

- a. Exchange: Borsa İstanbul A.Ş.,
- b. Buyback: The acquisition of the company’s shares by Doğan Holding itself from the Exchange under this Communiqué,
- c. Buy-back program: Program the procedures and principles prepared within the frame outlined in this Communiqué and approved by the Doğan Holding general assembly with respect to the acquisition of Doğan Holding shares,
- ç. Bought-back shares: Doğan Holding’s own shares acquired by Doğan Holding itself under the Communiqué,
- d. Law, CML: the Capital Markets Law no. 6362,
- e. Board, CMB: Capital Markets Board,
- f. Communiqué: II-22.1 “Buyback Shares Communiqué” of the Capital Markets Board, published in the Official Gazette of January 03, 2014, no. 28871,
- g. TAS/TFRS: the Turkish Accounting Standards/Turkish Financial Reporting Standards and their supplements and interpretations put into force by the Public Oversight, Accounting and Auditing Standards Authority,
- ğ. TCC: the Turkish Commercial Code no. 6102 dated 13/1/2011.

**SECOND PART**

**General Principles and Authorization Relating to Buy-Back Program**

**Authorization relating to buy-back program**

**ARTICLE 4 - (1)** Doğan Holding may acquire its own shares pursuant to and under this Communiqué only if and when its general assembly authorizes its board of directors in connection therewith. Said authorization is given through approval in the general assembly meeting of this Buy-back Program hereby prepared by the board of directors. Upon authorization through approval of the Buy-back Program in the general assembly meeting, the board of directors may exercise such power itself, or delegate such authorization to natural persons or legal entities to be designated by itself.

Following the approval of the General Assembly, the Board of Directors is fully authorized to carry out the Buy-back Program, throughout the duration of the buy-back period. In case the economic and commercial conditions, market conditions, trading volume in the Exchange and/or the financial situation of the Company, etc. are not convenient, the board of directors may not initiate the Buy-back Program at all, or it is entitled to terminate the ongoing Buy-back Program. One or more buy-backs can be performed at different times during the course of the Buy-back Program.

(2) In the general assembly meeting convened for the approval of Buy-back Program, unless heavier quorums are stipulated in Doğan Holding's Articles of Association, the meeting and decision quorums specified in Article 418 of the Turkish Commercial Code are applied.

**Duration of the Buy-back Program**

**ARTICLE 5 – (1)** The duration of the Buy-back Program is maximum three years as of the date of the general assembly where such Buy-back Program is approved.

**The components of Buy-back Program:**

**ARTICLE 6 – (1)** The components of the Buy-back Program are set forth as follows:

**a. The purpose of the buy-back:**

The Company Value arising from Doğan Holding's price movements in the Exchange may remain below the "actual" Company Value as required by the actual performance results at certain periods due to the negative impact of external factors. The acquiring of its own shares may become a better investment option than any other investment alternative during such certain periods. The objective is to monitor the price movements that will take place in the Exchange throughout the duration of the Buy-back Program and to be able to invest by acquiring the Company's own shares from the Exchange when the conditions are fulfilled, with the power granted by the general assembly.

**b. The duration of Buy-back Program, if any:**

The duration of the Buy-back Program is maximum 3 (three) years as of the date of the general assembly where such Buy-back Program is approved.

**c. Maximum number of shares to be acquired:**

Maximum 5% (five per cent) of the shares representing the Company's issued capital can constitute the subject of the buy-back. As the number of shares available in the Company is 2,616,938,288 (two billion six hundred and sixteen million nine hundred and thirty eight thousand two hundred and eighty eight), the maximum number of shares that can be bought back is 130,846,914 (one hundred and thirty million eighty hundred and forty six thousand nine hundred and fourteen). In case of any change in the number of shares representing the Company's capital and/or in case there are shares that have been the subject of previous buy-backs, maximum care shall be exercised to comply with the ratio of 5% (five per cent).

**ç. The program will be terminated when the maximum number of shares to be acquired is reached:**

The buy-back program is terminated in case the maximum number of shares that constitute the subject of the buy-back is reached.

**d. Proportionate or fixed lower and upper price limits determined for the shares to be acquired by indexing with a particular indicator, and in the case of transactions requiring a price correction, how such transactions will be taken into consideration:**

The "lower price limit" for the buy-back of the shares is 1 (one) *kurus*.

The "upper price limit" when buying back the shares is 25% more of the "share book value" to be calculated by dividing the "equity" amount in the most recent consolidated financial statement (balance sheet) disclosed to the public in the Public Disclosure Platform ("PDP") by the issued capital of the Company  $[(\text{equity}/\text{issued capital}) \times 1.25]$ .

**e. Selling (disposal and/or redemption) principles of bought-back shares throughout the program, if specified:**

- i. The bought-back shares, and the shares without payment acquired due to these shares may be held indefinitely provided that the conditions in the first and third paragraphs of Article 9 of the Communiqué are complied with.

- ii. The shares bought back against the provisions of the Communiqué shall be disposed of within 1 (one) year latest as of the date of the buy-back. Shares that cannot be sold during this period shall be redeemed via a “capital reduction”.
- iii. In case there is a higher return investment alternative to increase the Company value, and provided that maximum care is exercised to comply with the relevant legislation, the Company may sell its shares in the Exchange again, provided that there is no contradiction with the “purpose of the buy-back” set forth above.
- iv. The Company may dispose of the shares bought back by selling it in the Exchange during the Buy-back Program or after the Buy-back Program has ended, with the exclusion of the period announced in compliance with the fourth paragraph of Article 12 of the Communiqué.

Even though not mentioned in this section, the regulations set forth in the relevant Communiqué shall be complied with.

**f. Total amount and source of the fund set aside for buy-back:**

The total amount of the fund allocated for the buy-back is 131,000,000 (one hundred and thirty one million) Turkish Liras and the Company will provide it through its own sources.

**g. The number, and the ratio to capital, of the bought-back shares and those not disposed of yet, and results of the previous program, if any:**

The Board of Directors of the Company has authorized the Company management to perform the buy-back of its shares with its resolution of 01.12.2016 taking into account the fourth, fifth, and sixth paragraphs of Article 5, and the eighth paragraph of Article 12 of the Communiqué, and the announcements made by the CMB on 21.07.2016 and 25.07.2016. Accordingly, it has been resolved that the maximum funds allocated for the buy-back shall be 5,200,000 Turkish Liras, and that the maximum number of shares to be bought back shall be calculated not to exceed such amount.

Therefore, the Company's 3.200.000 shares representing approximately 0.00012% of the Company capital were bought back by the Company from the Exchange, with each share being 0.65 Turkish Liras. Such shares are still owned by the Company, and have not been sold.

**ğ. Explanations on probable effects of buy-back program on the company's financial situation and on the results of its activities:**

A portion of the Company's cash and/or cash equivalent assets will be used to acquire the Company's own shares within the scope of the Buy-back Program. Investments made in the shares - securities - traded on the Exchange in general are “riskier” and less “liquid” compared to the investments made in cash and cash equivalents (cash, time deposits, etc.). Accordingly, in line with the purpose of the buy-back, it is assessed that the buy-back program will not have a significant impact on the Company's financial status and the activity results, other than the Company's existing funds being used more efficiently.

**h. Information on subsidiaries which may buy-back shares, if any, within the scope of the Buy-back Program:**

None.

**i. Information on the highest, lowest and weighted average share prices of the last year and the last quarter:**

As of 22.02.2019, the information regarding the lowest, highest and weighted average share price (Turkish Liras) in the last three months and yearly is as follows:

(a) Yearly:

Lowest share price: 0.72

Highest share price: 1.46

Weighted average share price: 1.07

(b) Last 3 months:

Lowest share price: 0.95

Highest share price: 1.16

Weighted average share price: 1.08

**i. Benefits to be obtained by related parties, if any, from this transaction:**

There are no special benefits that the related parties will obtain from this transaction.

**THIRD PART  
Limitations**

**Transaction limits on bought-back shares:**

**ARTICLE 7** – (1) Nominal value of the shares of the Company bought back within the frame of the provisions of the Communiqué may not exceed 5% (five per cent) of the issued capital including the previous acquisitions. Among the shares bought back, those disposed of during the Buy-back Program are not taken into consideration as discount items in the calculation of this ratio.

(2) The nature of the Company's bought back shares are “traded on the Exchange”, and the buy-back transactions are performed only in the market of the Exchange where the shares of the Company are traded.

(3) The total amount of the shares bought back may not exceed the total amount of sources that may constitute the subject of profit distribution, within the framework of the Board regulations. It is the responsibility of the board of directors to ensure compliance with the relevant condition based on the most recent annual financial statements prepared in accordance with the regulations of the Board of Directors prior to the buy-back transaction to be effected within the scope of the Buy-back Program.

**Cases where buy-back and sales transactions may not be effected**

**ARTICLE 8** – (1) In case of a presence of insider information the disclosure of which is deferred by the Company, no buy-back or sales transactions may be effected within the scope of the Communiqué.

(2) In case the Company wishes to make a capital increase, no buy-back or sales transactions may be effected within the scope of the Communiqué from the date of the board of directors' resolution for such capital increase until the date the capital increase procedures are completed.

**Transaction limitations**

**ARTICLE 9** – (1) The Company management shall exercise best efforts throughout the Program to ensure compliance with the transaction limits set forth in Article 11 of the Communiqué.

**FOURTH PART  
Public Disclosure**

**Public disclosure**

**ARTICLE 10** – (1) The Company management shall exercise utmost care for compliance with the “public disclosure” regulations set forth the Communiqué and the relevant legislation with regards to the buy-back transactions.

**FIFTH PART  
Conditions Not Deemed as Insider Trading or Manipulation, and Principles of Transactions**

**Conditions Not Deemed as Insider Trading or Manipulation**

**ARTICLE 11** – (1) The Company management shall exercise utmost care for compliance with the “insider trading” or “market manipulation” regulations set forth the Communiqué and the relevant legislation with regards to the buy-back transactions.

### **Principles of transactions**

**ARTICLE 12** – (1) The Company management shall exercise utmost care for compliance with the “principle of transactions” regulations set forth the Communiqué and the relevant legislation with regards to the buy-back transactions.

## **SIXTH PART**

### **Miscellaneous and Final Provisions**

#### **Accounting of shares bought back**

**ARTICLE 13** – (1) Accounting of bought back shares is governed by and subject to the regulations of the Board pertaining to financial reporting and TAS/TFRS.

(2) Contingency reserves are set aside up to the acquisition value of the shares bought back, and are classified as restricted reserves under the equity. Shares bought back and said contingency reserves are shown in the financial statements pursuant to the formats announced by the Board. Reserves set aside as per this subparagraph are released up to an amount sufficient to meet the acquisition value, if the shares bought back are disposed or redeemed.

#### **Changes in the Communiqué and in the legislation**

**ARTICLE 14** – (1) In case there are changes in the Communiqué and relevant legislation during the Buy-Back Program, the provisions of the Buy-Back Program that are contrary to the Communiqué and the related legislation shall not be applicable. The Board of Directors and/or if an authorization has been made by the Board of Directors, the relevant natural persons or legal entities, and the relevant body of the Company are authorized whether to implement the provisions or not, in case the changes in the Communiqué and the relevant legislation contain provisions which will not cause the Buy-back Program to be against the Communiqué and the relevant legislation. Even in that case, the Buy-back Program will be made rendered compatible with the changes to the Communiqué and/or the relevant legislation during the first general assembly meeting to be held by the Company.

#### **Effectiveness**

**ARTICLE 15** – (1) The Buy-back Program will become effective upon the approval of the general assembly.

#### **Enforcement**

**ARTICLE 16** – (1) The Buy-back Program will be enforced by the Board of Directors.