

INFORMATION DOCUMENT REGARDING ORDINARY GENERAL MEETING OF HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. TO BE HELD ON MARCH 29th 2014 REGARDING ACTIVITIES OF THE YEAR 2013

PREAMBLE

Our Company's Ordinary General Meeting for the fiscal term 2013 shall convene on Saturday, March 29, 2014 at 11:00 a.m. at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul to discuss and settle the topics on its agenda.

Board of Directors Activity Report regarding 2013 accounting period, Financial Statements and Notes (Financial Report), Opinion of Independent Auditing Firm, the offer of Board of Directors regarding Not Distributing Earnings, Report on Adherence to Corporate Governance Principles, General Meeting Information document, the Procedure for Attending the General Meeting and proxy form and information notes which include necessary explanation in the scope of Corporate Governance Statement (II - 17.1) of Capital Market Board shall be presented to our shareholders' review starting from three weeks before meeting at the;

- Company's head office at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch Office at the address Yeni Doğan Mahallesi, Girne Bulvarı, No:275 D:A, Yüreğir/Adana,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DMC Branch Office at the address Söğütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch Office at the address Yenigöl Mahallesi, Serik Caddesi, No:80, Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch Office at the address Kırcaali Mahallesi, Kayalı Sokak, Doğanbey Center, K:4 Osmangazi/Bursa,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Istanbul DPC Branch Office at the address Sanayi Mahallesi, 1450 Sokak, No:2, Esenyurt/Istanbul,
- Our Company's Izmir Branch Office at the address Şehitleri Caddesi, No:16/1 Alsancak/Izmir,

- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir DPC Branch Office at the address Fatih Mahallesi, Ege Caddesi, No:36, Gaziemir/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch Office at the address Nurođlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, Arsin/Trabzon,

Our company's website www.hurriyetkurumsal.com and at Electronic General Meeting System (EGKS) of Merkezi Kayıt Kuruluşu A.Ş (MKK).

GENERAL MEETING ATTENDANCE PROCEDURE

In case our shareholders do not wish to attend to the Ordinary General Meeting, they shall not be required to deposit their shares to any institution within the provisions of Turkish Commercial Code and Capital Market Law. Our shareholders who wish to attend to the Ordinary General Meeting shall be required to follow the procedures announced to the public by MKK. Shareholders whose names are on the attendants list prepared with the "shareholders list" submitted by MKK may attend to the Ordinary General Meeting. The persons arriving at the meeting hall physically in order to attend to the Ordinary General Meeting shall be checked over said list to determine whether they are a shareholder or a representative.

In order to cast their votes by proxy, our shareholders who shall not be able to attend to the meeting personally are required to submit their letters of attorney according to the sample below and submit their letter of proxy with a notarized signature to our Company after satisfying other matters stipulated in Capital Market Board's Statement regarding Voting by Proxy and Proxy Solicitation (II - 30.1). You can obtain the sample letter of proxy form from our Corporate office at the address above, the Adana DPC Branch of our Company, Ankara DMC Branch, Antalya DPC Branch, Bursa Branch, Istanbul DPC Branch, Izmir Branch, Izmir DPC Branch, Trabzon DPC Branch and/or our website at the address www.hurriyetkurumsal.com. Name and surname of the attorney (representative) must be included in the list received from MKK if the authorization has been made over Electronic General Meeting System ("EGKS"). A letter of proxy in accordance with the legislation is required to be submitted if the authorization has been made over EGKS.

According to the provisions on Turkish Commercial Code no 6102 item 1527, our shareholders may cast their votes either by attending to the meeting personally or over electronic media. Our shareholders or their representatives who wish to attend the meeting over electronic media must have an Electronic Signature Certificate.

Our shareholders with an "electronic signature" who wish to attend to the Ordinary General Meeting over electronic medium are required to complete their procedures in accordance with the provisions stated on "Regulations regarding General Meetings of Stock Corporations Held on Electronic Medium" published in Official Gazette no 28395 dated August 28th 2012 and "Statement regarding electronic General Meeting System which shall be Used in General Meetings of Stock Corporations" published in Official Gazette no 28396 dated August 29th 2012. Otherwise, they shall not be able to attend to the general meeting. Our shareholders can receive necessary information regarding attending to general meetings over electronic media from "Merkezi Kayıt Kuruluşu A.Ş." (MKK) and/or MKK's website at "www.mkk.com.tr."

According to Article 19 of our Articles of Association;

a) Method of Summons: *General Meetings are held as ordinary or extraordinary. Turkish Commercial Code, Capital Market Law, Capital Market Board regulations and relevant statute provisions in effect are applied to summons for these meetings.*

Announcements regarding general meetings, along with methods stipulated with statutes, shall be made over any kind of communication, including electronic communication, at least three weeks before the general meeting date in order to inform as much shareholders as possible. Said announcement shall be published on Public disclosure Platform, the Company's website and Turkey Trade Register Gazette. The Company's website shall contain notifications and explanations required by the Company's statute, general meeting announcement and any notification and explanation required by Capital Market Law, Capital Market Board regulations and any relevant statute provisions in effect.

b) Time of Meeting: *The Ordinary General Meeting shall convene at least once a year. During these meetings, the issues to be discussed pursuant to the agenda are reviewed and settled.*

The Extraordinary General Meeting shall convene and adopt the necessary decisions according to the articles of Association on in the cases and whenever required by the Company affairs in accordance with the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations in force.

c) Place of Meeting: *The General Meetings shall convene at the company's head office or, upon the resolution to be adopted by the Board of Directors, at any other place of the city where the Company's head office is situated.*

d) Representation: *During the General Meetings, the shareholders may have themselves be represented by a proxy who is a shareholder or not. As regards voting by proxy, the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations shall be complied with.*

e) Participation in the Meeting: *It is essential that the General Meetings are attended by the Board of Directors' managing directors as well as at least one member of the Board of Directors, and the authorized person of the Independent Audit Firm; besides, those who have responsibilities related to the topics on the agenda and those who have to make explanations, shall be present as well. If those of these persons who have to attend the meeting except due to a legal requirements, do not participate in the meeting, their reasons for not attending the meeting shall be presented to the notice of the General Meeting. Shareholders may attend the General Meeting in accordance with the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board and Merkezi Kayıt Kuruluşu A.S. (Central Registry Agency) arrangements and the other relevant regulations in force. It is not possible that any shareholder and/or his/her proxy, who has not obtained any entry certificate in accordance with the relevant regulation, attends the meeting, starts to talk and/or votes.*

f) Presidency of the Meeting: *The General Meetings shall be presided by a President, who is appointed by the General Meeting and who does not have to be a shareholder. The President shall determine the protocol writer as well as the vote collector if he/she considers it necessary, and shall thus form the presidency. If necessary, the vice-president may be appointed as well.*

g) Representative of the Ministry: *As regards the attendance of the Representative of the Ministry of Customs and Commerce during both the ordinary as well as extraordinary general meetings, the provisions of the relevant Turkish Commercial Code, the relevant Ministry arrangements and the other regulations shall be complied with.*

h) Voting Right and its execution: *During the General Meetings, each share has one voting right. During the General Meetings, which shall be attended physically, votes are cast by lifting hands. Insofar; in case of the request of one twentieth of the shareholders represented in the meeting, secret voting shall be compulsory.*

If the right of use as well as right of disposal of any share pertains to different persons, they may reach an agreement among themselves and let themselves be represented in the manner they consider appropriate. In case they fail to come to an agreement, the right of participating in the General Meetings and the right of voting shall be executed by the beneficial owner.

i) Meeting and Resolution Quorum: *During all General Meetings of the Company, the provisions of the Turkish Commercial Code and the Securities Exchange Act shall be applied in terms of the meeting and the resolution quorums.*

i) Internal Regulation: *The Board of Directors shall prepare an internal regulation comprising the rules about the working procedures and principles of the General Meeting in accordance with the relevant provisions of the Turkish Commercial Code and the regulations and communiques issued in the framework of this law, and submit it to the approval of the General Meeting. The internal regulation approved by the General Meeting shall be registered and announced in the Trade Registry.*

j) Participation in the General Meeting by electronic media: *Persons entitled to participate in the Company's general meetings may attend these meetings also by electronic media pursuant to Article 1527 of the Turkish Commercial Code. Along with the fact that the Company may establish the electronic General Meeting system, which shall enable the entitled persons to participate in the general meetings, make proposals and vote through electronic media, in the framework of the current regulation, the Company may also purchase services from the systems that have been established for this purpose. During all general meetings to be held, pursuant to this provision of the Articles of Association, it is ensured that the entitled persons and their representatives shall be able to execute their rights through this established system.*

TOTAL SHARE AMOUNT AND VOTING RIGHT REFLECTING THE PARTNERSHIP STRUCTURE OF THE COMPANY: INFORMATION REGARDING PRIVILIDGED SHARES AND SHARE AMOUNT AND VOTING RIGHT REPRESENTING EACH PRIVILIDGED SHARE GROUP

- THE COMPANY'S PARTNERSHIP STRUCTURE:

Trade Name of the Partner / Name Surname	Capital Share (TL)	Capital Share (%)
Dođan Yayın Holding A.Ş.	367.416.194	66.56
Dođan Şirketler Grubu Holding A.Ş	61,200,274	11.09
Section Traded in BİST and Other	123,383,532	22.35
TOTAL	552,000,000	100,00

- Total Share Amount Reflecting the Company's Partnership Structure :

552.000.000 shares

- Total Voting Rights Reflecting the Company's Partnership Structure :

552.000.000 votes

- Privileged Shares :

NONE.

**AGENDA OF THE ORDINARY GENERALMEETING OF HÜRRIYET
GAZETECİLİK VE MATBAACILIK A.Ş. DATED MARCH 29th
2014 AND ANNOUNCEMENTS REGARDING THE AGENDA**

1. Opening and Creation of the meeting Chairmanship

Reason	The president and its board (Presidential Board), who shall govern the general meeting shall be elected in accordance with the provisions of the Turkish Commercial Code (TTK) as well as the Regulations of the Ministry of Customs and Trade.
---------------	---

2. Giving the Meeting Chairman authorization regarding signing of the minutes of the meeting.

Reason :	General Meeting shall authorize the Meeting Chairman regarding signing of the General Meeting Minutes.
-----------------	--

3. Reading, discussing and submitting Board of Directors Activity Report for the 2013 financial year for approval.

Reason :	Board of Directors Activity Report regarding 01.01.2013-31.12.2013 financial year shall be read to the General Meeting, discussed and submitted for approval in accordance with TTK and Regulation provisions. (You can find said documents on our Corporate Office and branches the Company website at the address www.hurriyetkurumsal.com , Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“EGKS”).)
-----------------	---

4. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2013 financial year for approval.

Reason :	Independent Auditing Firm Opinion regarding 01.01.2013-31.12.2013 financial year shall be read to the General Meeting, discussed and submitted for approval in accordance with TTK, Capital Market Board regulations and Regulation provisions. (You can find said documents on our Corporate Office and branches, Public Disclosure Platform (www.kap.gov.tr), our website at www.hurriyetkurumsal.com and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“EGKS”).)
-----------------	--

5. Reading, discussing and submitting financial statements for the 2013 financial year for approval.

Reason : Financial Statements regarding 01.01.2013-31.12.2013 financial year shall be read to the General Meeting, discussed and submitted for approval in accordance with TTK and Regulation provisions. (You can find said documents on our Corporate Office and branches the Company website at the address www.hurriyetkurumsal.com, Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. ("MKK") Electronic General Meeting System ("EGKS").)

6. Relieving each Board of Directors Members and managers individually due to 2013 financial year activities, actions and accounts.

Reason : Relieving Board of Directors Members and managers regarding their 2013 activities, actions and accounts shall be submitted to General Meeting's approval in accordance with TTK and Regulations provisions.

7. Reading, discussing and submitting the Company's "Dividend Policy" for approval.

Reason : In accordance with Capital Market Board's Dividend Statement (II - 19.1) published in Official Gazette no 28891 dated Jan. 23, 2014 and entered into effect, Board of Directors' "Dividend Distribution Policy" updated with the decision dated March 04, 2014 shall be submitted to General Meeting's information and approval.

8. Reading, discussing and submitting Board of Directors' suggestion regarding not paying dividends for the 2013 financial period to approval.

Reason : With our Board of Directors' decision dated March 06, 2014, it has been decided that;

considering Turkish Commercial Code (TTK), Capital Market Statutes, Capital Market Law (SPKn), Capital Market Board (SPK), Regulations/Decisions, Company Tax, Tax Procedural Law (VUK) and other relevant statute provisions and relevant provisions in our Company's Articles of Association and our "Dividend Policy" announced to the public;

- according to the financial statements for the 01.01.2013-31.12.2013 financial period prepared in accordance with "Statement on Principles Regarding Financial Reporting on Capital Market" (II - 14.1) provisions of SPK and according to Turkish Accounting Standards and Turkish Financial Reporting Standards published by "Public Oversight, Accounting and Auditing Standards Institute;" its

principles of presentation defined according to SPK decisions on the subject, passed through independent auditing; a total of 61.093.981 -TL "Net Period Loss" has occurred when considering "Continuing Activities Loss Before Tax", "Discontinued Activities Loss Before Tax", "Tax Revenues for the Period (comprised of tax revenues for the period regarding continuing activities and deferred tax revenue and tax revenues for discontinued activities)" and "Consolidated Equity of Participations" all together, subtracting a 145.994.429 TL section of this amount for "Previous Year Losses" and adding 1.124.620TL donations and seeing that 205.963.781 TL is "net period losses", in accordance with the regulations of SPK regarding profit distribution; informing shareholders that no profit distribution shall be made for the 01.01.2013-31.12.2013 financial period and submitting this matter to General Meeting for approval,

- as our legal records held in the scope of TTK and VUK reveal that we had 4.017.881 -TL "Net Period Losses" for the 01.01.2013-31.12.2013 financial period; informing General Meeting that legal reserves in the scope of TTK shall not be allocated and transferring this amount to previous years losses,

Special Case Announcement regarding the matter has been made at Borsa İstanbul A.Ş. (BIST) on March 07,2014 via KAP.

9. Determining the amount of Board of Directors members and their period of office and appointing Board of Directors members to serve for the period that shall be determined.

Reason : General Meeting shall appoint Board of Directors members and determine their period of office in accordance with TTK provisions, SPK regulations and Regulations.

According to Article 13 of Articles of Association;

“The Company is managed and represented by a Board of Directors consisting of a minimum of 6 to a maximum of 9 members to be elected by the shareholders in the General Assembly. The Board member(s) of the rate or number determined by the Capital Markets Board shall be elected from among the candidates featuring the quality of independent member. As regards the determination, nomination of the independent Board member candidates, their number and qualities, their election, dismissal and/or quietus, the provisions of the Securities Exchange Act, the Capital Markets Board regulations and the other relevant current regulations shall be applicable. It is essential that the members of the Board of Directors are elected from among persons who have the basic knowledge about the fundamental legal principles arranging the transactions and disposals related to the Company’s field

of activity, who are trained and experienced in corporate management, capable of explicating financial tables and reports and who have preferably undergone higher education. The members of the Board of Directors are elected to officiate for a period of maximum 3 years. The election is considered to have been made for one year unless the term of office is expressly stated in the General Assembly's decision of election. Any member, whose term of office has expired, may be reelected. In case any of the memberships of the Board of Directors becomes vacant for any reason whatsoever, a person bearing the necessary qualifications shall be elected by the Board of Directors to be presented to the approval of the General Assembly to gather first. The said person shall complete the term of the person, for whose stead he/she has been elected, provided that his/her membership is approved by the General Assembly. The membership of any real persons, who have been elected to the Board of Directors in representation of joint corporate bodies, shall automatically terminate upon discontinuance of the representation relation with the joint corporate body. The General Assembly may, if considered necessary by the latter, replace the members of the Board of Directors anytime."

According to our Board of Directors' decision no 2014/14 dated March 06, 2014 announced in Borsa İstanbul ("BIST") via KAP on 07.03.2014, Mr. Ahmet Burak and Mrs Beatrice de Clermont Tonerre have been accepted as Independent Board of Directors nominees. You can see the resumes of said Independent Board of Directors Member nominees in the appendix (APP/3).

10. Notifying partners on "Wages Policy" determined for Board of Directors members and top management prior to submitting to General Meeting for approval and making a decision.

Reason : According to the Statement Series: II, No: 17.1 of Capital Market Board, General Meeting shall be informed on the "Wages Policy" for Board of Directors members and top management. Said "Wages Policy" has been determined by our Board of Directors with the Board of Directors Decision no 2014/10 dated March 06, 2014 and can be seen in the appendix (APP/4).

11. Determining the wages of the Board of Directors members which shall be paid during their period of office.

Reason : The wages that shall be paid to Board of Directors members shall be determined in accordance with TTK and Regulation provisions.

According to Article 17 of our Articles of Association,

Decisions regarding Board of Directors attendance fees, wages, annual dividends, bonuses and premiums shall be taken by the Board of Directors. The financial rights of Board of Directors members may differ based on their duties, authorities and responsibilities within the board of directors.

Capital Market Law, Capital Market Board regulations and relevant statute provisions in effect are applied when determining the financial rights given to independent board of directors members.

Whether making any payment to committee chairman and members due to their duties at committees and the amount and conditions thereof shall be determined by the Board of Directors.

12. Discussing and submitting selection of Independent Auditing Firm by Board of Directors in accordance with Turkish Commercial Code and Capital Market Board regulations to approval.

Reason : Independent Auditing Firm selection made by the Board of Directors shall be submitted to General Meeting to approval in accordance with Turkish Commercial Code and Capital Market Law and relevant statutes.

With its decision dated March 05, 2014, our Board of Directors has decided on independent auditing of the 01.01.2014-30.06.2014 interim financial period and 01.01.2014-31.12.2014 financial period financial statements, appointing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş as independent auditing firm and submitting the appointment to General Meeting for approval.

13. In accordance with the Articles of Association, discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.

Reason : According to clause 6 of item 3 of Articles of Association;

- Grant aids and donations to departments subject to general budget, public budgeted administrations, Private Urban Administrations, Municipalities and Villages, Foundations, associations, institutions and organizations carrying out scientific research and development activities, universities, educational institutions and similar establishments and persons in line with the principles set forth by the Capital Market Board and under article 20 of the articles of association provided that such grants do not prevent the achievement of purpose and objects determined for the Company.

According to item 20 of Articles of Association;

In the framework of the principles mentioned in article 3 of the Articles of Association, the upper limit of the charities and donations to be made by the Company during a fiscal term shall be determined by the General Meeting. Any donation, the amount of which exceeds the limit stated by the General Meeting, may not be made and the donations made shall be added to the distributable profit base value. It is compulsory that the donations made by the Company do not represent any contradiction to the profit shifting arrangements of the Securities Exchange Act, the Turkish Commercial Code and the other relevant regulations, that the necessary special material disclosures are made and that the donations made during the year are presented to the notice of the shareholders during the General Meeting.

In this regard, determining a top limit for aids and donations and authorizing Board of Directors for this matter must be submitted to General Meeting for approval.

14. Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Commercial Code, Capital Market Law, Capital Market Statutes and relevant Statutes with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.

Reason : Using alternative financing methods in order to move fast when necessary and manage our capital structure in an effective and efficient manner shall always be mentioned.

In this regard, although not necessary for the current status, authorizing Board of Directors on issuing capital market instruments stating indebtedness up to an amount permitted by TTK, SPK and relevant statutes with the permission of SPK and determining the conditions for issuing shall be submitted to General Meeting for approval. In case the agenda items are approved by General Meeting, our Company's ability to provide financing shall be strengthened.

According to item 12 of Articles of Association;

Capital Market Board in accordance with the provisions of the Turkish Code of Commerce, Capital Market Law, arrangements of the Capital Market Board and applicable legislation in order to be sold to the real persons and/or legal entities within and outside of the country.

The capital market instruments and valuable papers may be issued under this article by a board resolution if such issue is allowed under the provisions of the Turkish Code of Commerce and Capital Market Law and in case of instruments the issue of which requires a general assembly resolution, the general assembly may authorize the board of directors to determine the time and conditions of the issue.”

15. In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Commercial Code, Capital Market Law, Capital Market Statutes and relevant statutes and authorizing Board of Directors regarding determining the time and conditions for approval.

Reason : In accordance with the item 23 of the Articles of Association, providing dividend advance payments up to the amount permitted by Turkish Trade Law, Capital Market Law, Capital Market Statutes and relevant statutes and authorizing Board of Directors regarding determining the time and conditions have been submitted to shareholders for approval.

According to Article 23 of our Articles of Association,

Board of Directors, with the conditions of being authorized by General Meeting and adhering to item 20 of Capital Market Law and regulations of Capital Market Board on the subject, may distribute dividend advance payments.

16. Submitting authorization of Board of Directors Members for carrying out works and actions written in items 395 and 396 of Turkish Commercial Code to shareholders for approval.

Reason : The matter of authorizing Board of Directors members to carry out the works stated in item 395 with the title "Transaction with Company, Indebtedness to Company Prohibition" and item 396 titled "Competition Prohibition" of TTK is submitted to General Meeting for approval.

17. Informing shareholders regarding important transactions made in the scope of shareholders, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability without submitting to General Meeting for voting and finalizing.

Reason : According to Capita Market Board Corporate Management Statement (II - 17.1), shareholders have to be informed regarding important transactions made in the scope of shareholders, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability. Accordingly; no transactions exist regarding important transactions made in the scope of shareholders, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability.

18. Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the 2013 financial period of the company in the scope of Capital Market Statutes without voting and finalizing at General Meeting

Reason : In accordance with Corporate Management Statement of SOK no II - 17.1, our Company informs general meeting regarding the donations made throughout the year. This article is in the agenda as required by SPK Statement and is only for information purposes. Therefore, this item shall not be approved or rejected by general meeting.

- Our company has donated a total of 1.124.620 TL to various foundations and associations for social welfare.

19. Informing shareholders regarding not providing and income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalized by General Meeting.

Reason : According to SPK's Corporate Management Statement no II - 17.1, shareholders shall be informed that no income or benefits have been provided to third persons by securities, pledges, liens and sureties.

20. Informing shareholders on the amounts spared for provisions spared and indemnities paid for damages for mental anguish based on cases against the Company based on publication without being voted and finalized by General Meeting.

Reason : The Company has paid 191.246 TL as damages for mental anguish in 2013, the provision spared for damages for mental anguish was 802.001 TL as of December 31st 2013.

ANNEXES:

- 1- Sample of Proxy Letter
- 2- Dividend Policy
- 3- Curriculum Vitae of the Independent Board Member Candidates,
- 4- Wages Policy

ANNEX / 1

PROXY

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I do hereby appoint as my proxy to be authorized to represent me in the Ordinary General Meeting for the fiscal term 2013 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Saturday, March 29th 2014 at 11:00 a.m. at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul, in accordance with the views I have mentioned, to vote, to submit proposals accordingly and sign the necessary documents.

Proxy's (*);

Name Surname/Trade Name:

Republic of Turkey I.D.Number/Tax Number, Trade Register and Number and MERSİS number:

(*) proxy with foreign nationalities are required to present equivalents of the information stated, if any.

A) SCOPE OF THE REPRESENTATION POWER

For sections 1 and 2 below, one of the options (a), (b) or (c) must be selected and the scope of authority must be stated.

1. Regarding Matters Stated in General Meeting Agenda;

- a) The proxy is authorized to cast votes based on his/her opinion.
- b) The proxy is authorized to cast votes based on suggestions of the partnership method.
- c) The proxy is authorized to cast votes based on the instructions stated at the table below.

Instructions:

If the option (c) has been selected by the shareholder, instructions regarding agenda items shall be delivered by marking any of the options (accept or reject) and stating the dissenting opinion requested to be written on the general meeting minutes in case of a reject option has been selected.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and Creation of the meeting Chairmanship			
2. Giving the Meeting Chairman authorization regarding signing of the minutes of the meeting.			
3. Reading, discussing and submitting Board of Directors Activity Report for the 2013 financial year for approval.			
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2013 financial year for approval.			
5. Reading, discussing and submitting financial statements for the 2013 financial year for approval.			
6. Relieving each Board of Directors Members and managers individually due to 2013 financial year activities, actions and accounts.			
7. Reading, discussing and submitting the Company's "Dividend Policy" for approval.			

<p>8. Reading, discussing and submitting Board of Directors' suggestion regarding not paying dividends for the 2013 financial period to approval.</p>			
<p>9. Determining the amount of Board of Directors members and their period of office and appointing Board of Directors members to serve for the period that shall be determined.</p>			
<p>10. Notifying partners on "Wages Policy" determined for Board of Directors members and top management prior to submitting to General Meeting for approval and making a decision.</p>			
<p>11. Determining the wages of the Board of Directors members which shall be paid during their period of office.</p>			
<p>12. Discussing and submitting selection of Independent Auditing Firm by Board of Directors in accordance with Turkish Trade Law and Capital Market Board regulations to approval.</p>			

<p>13. In accordance with the Articles of Association, discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.</p>			
<p>14. Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Trade Law, Capital Market Law, Capital Market Statutes and relevant Statutes with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.</p>			
<p>15. In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Trade Law, Capital Market Law, Capital Market Statutes and relevant statutes and authorizing Board</p>			

of Directors regarding determining the time and conditions for approval.			
16. Submitting authorization of Board of Directors Members for carrying out works and actions written in items 395 and 396 of Turkish Commercial Code to shareholders for approval.			
17. Informing shareholders regarding important transactions made in the scope of shareholders, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability without submitting to General Meeting for voting and finalizing.			
18. Providing information regarding donations made to foundations,			

associations, public organizations and institutions for the purpose of social welfare during the 2013 financial period of the company in the scope of Capital Market Statutes without voting and finalizing at General Meeting			
19. Informing shareholders regarding not providing and income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalized by General Meeting.			
20. Informing shareholders on the amounts spared for provisions spared and indemnities paid for damages for mental anguish based on cases against the Company based on publication without being voted and finalized by General Meeting.			

Voting shall not be carried out for informing items

If the minority has a draft resolution, this shall also be stated in order for voting by proxy.

2. Instructions regarding any other matters that can surgate during General Meeting and use of minority rights:

- a) The proxy is authorized to cast votes based on his/her opinion.
- b) The proxy is not authorized for representation regarding those subjects.
- c) The proxy is authorized to cast votes based on the special instructions below.

SPECIAL INSTRUCTIONS; Special instructions of shareholders to attorneys, if any, are stated here.

B) Shareholders select any of the options below and state the shares he/she wants his/her proxy to represent.

1. I approve representation of the shares detailed below by the proxy.

- a) Order and series:*
- b) Number/Group:**
- c) Amount-Nominal value:
- ç) Whether it has a voting privilege:
- d) Whether payable to holder - to the name:*
- e) Ratio of the shareholder to total shares/voting rights:

* This information is not required for shares monitored for records.

** For shares monitored for records, information regarding the group shall be provide instead of the number.

2. I approve representation of my share included in the list prepared by MKK a day before general meeting regarding shareholders eligible to attend to general meeting by the attorney.

NAME, SURNAME or TITLE OF THE SHAREHOLDER (*)

Republic of Turkey I.D Number/Tax Number, Trade Register and Number and MERSİS number:

Address:

(*) shareholders with foreign nationalities are required to present equivalents of the information stated, if any.

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

DIVIDEND POLICY

March 04, 2014

Our Company takes profit sharing decisions and shares profits in accordance with Capital Market Statute, Capital Market Law (SPKn), Capital Market Board (SPK) Regulations and Decisions, Tax Laws, other relevant legal statute provisions and our Articles of Association and General Meeting Decisions.

According to this;

- 1- In principle, by taking the financial statements prepared in accordance with Capital Market Statutes, SPKn, SPK Regulations and Decision into account, minimum 50% of "distributable net profit of the period" calculated according to SPKn, SPK Regulations and Decisions are distributed,
- 2- Our Company's financial statements, financial structure and budget are taken into account in case an amount between 50% and 100% of "distributable net profit of the period" is to be distributed.
- 3- Profit sharing suggestion are announced to the public by taking the legal term into account and according to Capital Market Statute, SPKn and SPK Regulations and Decisions.
- 4- In case the "distributable net profit of the period" calculated according to the legal records kept as required by Turkish Commercial code and Tax Laws is;
 - a. lower than the amount calculated according to article 1, the "distributable net profit of the period" calculated according to legal records kept in the scope of hereby article are taken into account and all of it is distributed,
 - b. lower than the amount calculated according to article 1, article 2 is followed.
- 5- In case a distributable net profit of the period is not generated based on legal records kept in the scope of Turkish Commercial Code and Tax Laws, profit distribution shall not be made even if a "distributable net profit of the period" based on the financial statements prepared in accordance with Capital Market Statute, SPKn, SPK Regulations and Decisions and calculated according to Capital Market Statute, SPKn, SPK Regulations and Decisions.
- 6- Profit share may not be made when the calculated "distributable net profit of the period" falls below 5% of issued capital.

- 7- In accordance with Capital Market Statute, SPKn, SPK Regulations and Decisions and based on the principles stated in our Articles of Association, the top limit for aids and donations to be made by our Company during any financial period shall be determined by General Meeting. No donation exceeding the limit determined by General Meeting can be made and the donations made shall be added to "distributable net profit of the period" basis.
- 8- Profit share starts in 30 days after the general meeting in which distribution decision has been made the least or, in any case, after the end of the financial period.
- 9- Our Company may pay the profit share in cash and/or in cash as "free of charge share" or in installments in accordance with Capital Market Statute, SPKn, SPK Regulations and Decisions and based on General Meeting Decision.
- 10- Our Company may distribute profits to persons with no share in accordance with the decision of General Meeting. In this case, Capital Market Statute, SPKn, SPK Regulations and Decisions and the provisions of Articles of Association are followed.
- 11- Our Company takes profit share advance payment decisions and make profit share advance payments in accordance with Capital Market Statute, SPKn, SPK Regulations and Decisions, Tax Laws, other relevant legal statute provisions and our Articles of Association and General Meeting Decisions.
- 12- Investments which require a significant amount of outflow of funds in order to increase the value of our Company, matters of great importance which affect our financial structure, significant uncertainties and negativities on the economy, markets or other areas outside the control of our Company are taken into account when making a decision on profit sharing.

ANNEX / 3

CURRICULUM VITAE OF THE INDEPENDENT BOARD MEMBER CANDIDATES

AHMET BURAK

He was born in 1954 in Istanbul. After his education at the FMV Isik High School, he has graduated from the ODTU Business Administration, University of Denver BSBA, University of Denver MBA finance departments.

After having served at the Istanbul and London Offices of the Arthur Andersen auditing company, he has taken office as Director for Financial and Administrative Affairs at the Coca-Cola company in 1986. In 1991, he has acted as the General Manager of the Turkey bottling operations, and starting with 1992, he has served as the Coca-Cola Executive Board's Vice-President in Canada. In mid 1993, he has returned to Turkey in order to initiate the Coca-Cola operations in the Central Asian and Caucasian region, where the Coca-Cola products didn't exist at all. During this period, Coca-Cola has established factories in 8 countries and has become the major beverage firm of the region.

After his 8 years at the position of General Manager, he has taken up his duty as Coca-Cola Turkey President in 2001. While the Region Turkey has achieved the highest profitability and market share during 8 years, it has risen to the 13th within 200 countries within the company. During 2009, he has retired from the Coca-Cola company.

BÉATRICE DE CLERMONT TONNERRE

Béatrice de Clermont Tonnerre, has been working as Business Development Senior Vice President of French Media Group Lagardère since September 2008. Living in Paris, Béatrice de Clermont Tonnerre has worked in pay tv and broadcasting to sports rights, sports rights to book publishing, digital media and internet areas to purchasing projects. She is also experienced in organic growth and new product launching.

Starting her career in Radio France Internationale Latin America and Europe 1 as radio correspondent, she has joined Strategic Department of Lagardere in 1995 as an analyst in technology department. She has been promoted to manager in Media Department and has been appointed as the Interactive Television Group Chairman of CanalSatellite. She has been appointed as Programming Co-Chairman in 2003.

Béatrice de Clermont Tonnerre has a bachelor's degree in Politics from Institut d'Etudes Politiques de Paris and Business Administration and master's degree in Business Administration from Ecole Supérieure des Sciences Economiques et Commerciales. Also, she is a board of directors member of LACIE, a technology company listed in French stock exchange.

Béatrice de Clermont Tonnerre has been working in Google as Joint Project Solutions, Southern Europe Director since May 2013.

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**WAGES POLICY**

Wage grades of the company are continuously revised in order to reflect the current market tendencies and evaluate increased performances of the personnel. Considering the market conditions and in-Company balances, equal pay for equal work is the principle. With Company CEO's approval and when deemed necessary by the employer, annual wage increase percentages are determined and applied to wages. In addition to the wage policy, all our employees receive side benefit packages based on their work rank.

Also, any rights, benefits and wages offered to Board of Directors members are determined annually at Company General Meetings. Board of Directors members in execution can also receive a monthly wage and side benefits based on their duty in the company in addition to their wages based on being a board of directors member. Top management and other personnel who have a say in management may be entitled to a "premium" or "award" based on their personal performance.