

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY
MEETING DATED 30 MARCH 2015 RELATED TO THE 2014 ACTIVITIES

Our Company's Ordinary General Meeting for the fiscal term 2014 shall convene on Monday, March 30, 2015 at 11:00 a.m. at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/İstanbul to discuss and settle the topics on its agenda.

Board of Directors Annual Report regarding 2014 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/İstanbul,

- 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. İstanbul DPC Branch Office at the address Sanayi Mahallesi, 1450 Sokak, No:2, Esenyurt/İstanbul,

- Our Company's İzmir Branch Office at the address Şehitleri Caddesi, No:16/1 Alsancak/İzmir,

- 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 Nuroğlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, Arsin/Trabzon.

- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Kıbrıs DPC Branch Office at the address Hasan Nihat Apt. No:12 PK:499 Sarayönü/Lefkoşa;

Our Company's website www.hurriyetkurumsal.com, the Public Disclosure Platform (PDP) (www.kap.gov.tr) and the EGKS of Central Registry Agency ("CRA"), starting from three weeks prior to the meeting.

PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

As per Article #1527 of the Turkish Commercial Code, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment. Those shareholders or **their proxies who may choose to participate the meeting in the electronic environment and vote must have Electronic Signature Certificates.**

Shareholders who have "electronic signature certificates" and wish to participate the Ordinary General Assembly Meeting in the electronic environment shall complete their procedures in due accordance with "the Regulation for General Assembly Meetings Organized in the Electronic Environment by Incorporated Companies" published in the Official Gazette of August 28, 2012 date and 28395 number and "the Communiqué for Electronic General Assembly Meetings of Incorporated Companies" published in the Official Gazette of August 29, 2012 date and 28396 number. **Otherwise, they are not allowed to participate the General Assembly meeting.** Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("CRA") and/or through CRA's web site "www.mkk.com.tr".

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code, and paragraph 1 of the Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly and to cast votes is not linked to the condition of the storage of share certificates. **Accordingly, in case our shareholders wish to attend the General Assembly, they do not need to block their shares.**

Our shareholders who wish to attend the General Assembly Meeting must comply with the procedures publicly announced by Central Registry Agency ("CRA"). The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from "CRA" may attend the General Assembly Meeting. The mentioned list shall be used to check whether the persons at the meeting hall in person, attending the Ordinary General Assembly Meeting are indeed shareholders or representatives thereof.

The shareholders who cannot attend the meeting in person must issue their powers of attorney as per the appended sample (Appendix 1), in order to exercise their voting rights through proxies, provided that the rights and obligations of the shareholders who will attend via electronic means are reserved, and to fulfil the other issues stipulated in CMB II - 30.1, "the Communiqué on Casting Votes by Proxy, and Collecting Powers of Attorney via Invitation", which has become effective upon being published in the Official Gazette of 24.12.2013, no. 28861, 2 and to submit them to our Company after the signatures are notarized. The sample of the power of attorney can be obtained from our Headquarters or from the website of our Company at the address of www.doganholding.com.tr. If the authorization has been done through the Electronic General Assembly System ("EGKS"), the name and the surname of the power of attorney holder (representative) must be found in the list from the "CRA". If the authorization has not been made through the "EGKS", a power of attorney in line with the legislation should be presented. A proxy who has been assigned via electronic means through EGKS is not required to submit a power of attorney. **Powers of attorney which are not compliant with the sample of power of attorney, which is required with the Communiqué II - 30.1 of the CMB, and which is appended shall absolutely not be accepted due to our legal responsibility.**

As per Article 19 of the Articles of the Association;

Following principles shall be applied in the General Assembly meetings:

a) Way of Invitation: General Assemblies convene ordinarily or extraordinarily. In respect of the call to the meetings, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board, the provisions of the other relevant legislation in force shall apply.

Announcements pertaining to the General Assembly meetings shall be made minimum three weeks prior to the General Assembly meeting through the procedures stipulated by legislation as well as through any means of communication, including the electronic media, in order to ensure that as many shareholders as possible are reached.

Notifications and statements in accordance with the legislation and the notifications and statements in accordance with the Capital Markets Law, the regulations of the Capital Markets Board and the provisions of the other relevant legislation in force shall also be included in the website of the Company, together with the call to the General Assembly meeting.

b) Time of Meeting: Ordinary General Assembly shall convene minimum once a year. Matters to be negotiated in accordance with the agenda shall be reviewed and resolved in these meetings.

Extraordinary General Assembly shall convene and pass the required resolutions under circumstances and at any time required by the Company business, according to the provisions of the Turkish Commercial Code, Capital Markets Law, the regulations of the Capital Markets Board and the provisions of these Articles of Association.

c) Venue of Meeting: General Assembly meetings shall be held at the company headquarters or at another suitable location within the city of the company headquarters upon the resolution of the Board of Directors.

d) Representation: Shareholders may have themselves represented by proxies who may or may not be shareholders during the General Assembly meetings.

In respect to voting by proxy, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board, the provisions of the other relevant legislation in force shall apply.

e) Attendance to the Meeting: In principle managing members of the Board of Directors, at least one member of the Board of Directors and an officer of the Independent Audit Institution should attend the General Assembly meetings; also those who have responsibilities in relation to the matter on the agenda and who have to make statements should attend the meetings. If the persons, except for those who have to attend the meeting by law have not attended the meeting, excuses of the said people are notified to the General Assembly by the Chairman.

Shareholders may attend the General Assembly meetings in compliance with the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board and the Central Registry Agency as well as the provisions of the other relevant legislation in force. Shareholders and/or their proxies without an entry certificate in accordance with the relative legislation may not attend the meeting and take floor and/or vote.

f) Chairmanship Committee: General Assembly Meetings shall be conducted by a chairman, being a shareholder or not, who is elected by the General Assembly. Chairman determines the clerk and if deems necessary the vote collector and constitute the chairmanship. A vice chairman shall be elected when deemed necessary.

g) Representative of the Ministry: The Turkish Commercial Code, regulations of the relevant Ministry and other provisions of the legislation shall apply in both ordinary and extraordinary General Assembly meetings regarding the Representative of the Ministry of Customs and Trade.

h) Voting Right and Its Exercise: Each share has one voting right in General Assembly meetings. Voting in General Assemblies, where physical attendance is required, shall be made by raising hands. However, it is mandatory to make a secret voting upon the request of 1/20 of the shareholders represented in the meeting. In the cases when the usufruct right and the right of disposition of a stock belongs to different persons, they may agree between themselves and get themselves represented in the way they deem proper. In case of disagreement, the person who has the usufruct right shall have the right of attending and voting in General Assembly meetings.

i) Meeting and Resolution Quorum: Provisions of the Turkish Commercial Code and the Capital Markets Law shall apply in terms of meeting and resolution quorum in General Assembly meetings of the Company.

i) Internal Directive: Board of Directors shall issue an internal directive and submit for the approval of General Assembly regarding the rules in relation to the principles and procedures of General Assembly's operations in compliance with the Turkish Commercial Code and the regulations and communiqué introduced within the framework of this Law. Internal Directive approved by the General Assembly shall be registered at the Trade Registry and announced.

j) Attendance to General Assembly meeting in Electronic Environment: Those who are entitled to participate in the meetings of the Board of Directors of the Company may attend those meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up Electronic General Assembly Meeting System that shall allow the persons entitled to participate and vote in these meetings via electronic media within the framework of the legislation in force or may purchase services of systems created for such purpose. In the all General Assembly meetings to be held, it is ensured that the entitled persons and their proxies use their rights over the system that has been set up as per this provision of the Company's Articles of Association.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS REFLECTING THE PARTNERSHIP STRUCTURE OF THE ENTIRE COMPANY; PRIVILEGED SHARES AND NUMBER OF SHARES AND VOTING RIGHTS REPRESENTING EACH PRIVILEGED SHARE GROUP

- THE COMPANY'S PARTNERSHIP STRUCTURE:

Commercial Title / Name and Last Name of the Partner	31 December 2014	Shares (%)	31 December 2013	Shares (%)
Doğan Yayın Holding A.Ş.	-	-	367,416,194	66.56
Doğan Holding A.Ş.	428,616,468	77.65	61,200,274	11.09
Section Traded in BIST and Other	123,383,532	22.35	123,383,532	22.35
Total	552,000,000	100.00	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 GENERAL ASSEMBLY AND THE RELEVANT EXPLANATIONS

1. Opening and election of the Meeting Board.

Rationale: The President and Members of the Chair to govern the general assembly meeting within the framework of the provisions of the “Turkish Commercial Code” (TCC) and the “Regulation on the General Assembly Meetings of the Incorporated Companies and Representative of the Ministry of Customs and Trade to attend these Meetings” (Regulation) shall be elected.

2. Authorization of the Meeting Board to sign the minutes of the meeting.

Rationale: The General Assembly will authorize the Meeting Chairman to sign the minutes of the general assembly meeting.

3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 financial year.

Rationale : Annual Report of the Board of Directors, for the accounting year 2014 in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of “MKK” and from our website at the address of www.hurriyetkurumsal.com).

4. Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year

Rationale : Opinion of the Independent Audit Company for the 2014 financial year in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of “MKK” and from our website at the address of www.hurriyetkurumsal.com).

5. Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year.

Rationale : Opinion of the Independent Audit Company for the 2014 financial year in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents

can be received from the headquarters of the Company, can be reached from Public Disclosure Platform (www.kap.gov.tr), the EGKS of “MKK” and from our website at the address of www.hurriyetkurumsal.com.

6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2014 financial year

Rationale : As per the provisions of TCC, and the Regulation of Ministry of Customs and Trade the acquittal of the members of Board of Directors and Senior Executives for their activities, transactions and accounts for the year 2014 will be presented for the approval of the General Assembly.

7. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year.

Rationale :

Our Board of Directors made a meeting on March 06, 2015;

- As it has been understood that a “Net Loss for the Period” of TL 168,672,590 has arisen taking into account together with the “Tax Expense for the Period”, “Deferred Tax Expense”, and the “Non-Controlling Shares Outside the Main Partnership”, as per the consolidated financial statements for the accounting period of 01.01.2014- 31.12.2014, which are prepared as per the Turkish Accounting Standards and the Turkish Financial Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority within the scope of the “Communique on the Principles of Financial Reporting” of the CMB (II-14.1), the presentation principles of which have been determined with the relevant resolutions of the CMB, and which have been independently audited, the shareholders will be informed that no dividends may be distributed for the 2014 accounting period within the context of the dividend distribution regulations of the CMB, and that this issue will be submitted for the approval of the General Assembly,

-As our legal records held in the scope of TTK and VUK reveal that we had 13,715,894 - TL "Net Period Losses" for the 01.01.2014-31.12.2014 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 mater has been made at Borsa İstanbul A.Ş. (BIST) on March 06,2015 via KAP.

8. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly.

Gerekçe :

In accordance with the provisions of TCC and the Regulation of Ministry of Customs and Trade the General Assembly will assign the members of the Board of Directors.

According to the 13th article of the Articles of Association;

“The Company is managed and represented by the Board of Directors composed of minimum 6 and maximum 9 that will be elected by the General Meeting.

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, presentation, numbers, qualities, election, deposition and/or dismissal of the independent members of the Board, 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.

The members of the Board of Directors are elected for a maximum office term of 3 years. If duty period is not clearly mentioned in the resolution of election General Assembly, it shall be deemed that the election is made for 1 year.

If any Member of the Board position 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 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 Board of Directors may replace its members at any time”.

As per the resolution of our Board of Directors dated March 06, 2015 and numbered 2015/5, disclosed to the public before the opening session of the BIST via Public Disclosure Platform on 06 March 2015, Çağlar Göğüş ve Beatrice de Clermont Tonnerre have been accepted as candidates for independent board members. The curriculum vitae of the above mentioned candidates for board members can be found appended (ANNEX 2).

9. Without voting and resolving during General Assembly, informing the shareholders about the payments, making within the scope of the “Remuneration Policy” established for the members of the Board of Directors and senior executives.

Rationale: 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.

10. Determination of the remuneration of the Members of the Board of Directors.

Rationale: In compliance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade, the General Assembly shall determine the remuneration to be paid to the members of the Board of Directors.

According to the 17th article of the 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.

11. Discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board and the Turkish Commercial Code

Rationale : In line with the provisions of TCC and Capital Markets Law, the selection of the independent audit company by the Board of Directors shall be presented for the approval of the General Assembly.

With its decision dated March 06, 2015, our Board of Directors has decided on independent auditing of the 01.01.2015-30.06.2015 interim financial period and 01.01.2015-31.12.2015 financial period financial statements, appointing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (A member firm of Deloitte Touche Tohmatsu) as independent auditing firm and submitting the appointment to General Meeting for approval.

12. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2015 financial period will be evaluated and authorizing the Board of Directors accordingly.

Rationale :	<p><i>According to clause 6 of item 3 of Articles of Association;</i></p> <p><i>- 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.</i></p> <p><i>According to item 20 of Articles of Association;</i></p> <p><i>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.</i></p> <p><i>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.</i></p>
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- 13.** Discussing and approval of the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2015.

Rationale:	<p><i>The need for the use of alternative financing instruments may always arise in order to act swiftly when necessary for effective and efficient capital management.</i></p> <p><i>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.</i></p> <p><i>According to item 12 of Articles of Association;</i></p> <p><i>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</i></p>
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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.”

- 14.** In line with the Articles of Association, discussing and approval of the authorization of the Board of Directors to distribute advance dividend for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations.

Rationale : 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.

- 15.** Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.

Rationale : Requesting shareholders' approval for authorizing the members of the Board of Directors to carry out the jobs listed in articles 396 'Non-competition' and 395 'Prohibition of Doing Business with and Borrowing from the Company' of the Turkish Commercial Code.

- 16.** Without voting and resolving during General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.

Rationale : According to the Communique of Corporate Governance of the Capital Markets Board (II-17.1); Shareholders shall be informed about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction

	<p>of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, 10 executives with management responsibilities, and their spouses and relatives either by blood or marriage.</p> <p>According to this, shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage have not performed any transactions/procedures that may create conflict of interest with the partnership or affiliates and/or may be deemed as a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner.</p>
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- 17.** Without voting and resolving during General Assembly and within the scope of the Capital Markets Legislation and the relevant regulations, giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2014.

Rationale:	<p>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.</p> <p>- Our company has donated a total of 811,690 TL to various foundations and associations for social welfare.</p>
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- 18.** Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties.

Rationale :	<p>According to provisions of The Communiqué of Corporate Governance (II-17.1.), shareholders will be informed that no income or benefits have been created in connection with the guarantees, pledges, mortgages or sureties given on behalf of third parties.</p>
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ANNEXES:

- 1- Power of Attorney
- 2- CV of the Candidates for Independent Board Members

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 2014 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Monday, March 30th 2015 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 2014 financial year for approval			
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2014 financial year for approval			
5. Reading, discussing and submitting financial statements for the 2014 financial year for approval.			
6. Relieving each Board of Directors Members and managers individually due to 2014 financial year activities, actions and accounts.			
7. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year.			
8. 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.			
9. 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.			
10. Determining the wages of the Board of Directors members which shall be paid during their period of office.			

<p>11.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>12.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 2015 financial period shall be discussed for approval.</p>			
<p>13.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 2015 financial period shall be discussed for approval.</p>			
<p>14. 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.			
15. 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.			
16. 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.			
17. Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the 2014 financial period of the company in the scope of Capital Market Statutes without voting and finalizing at			

General Meeting.			
18. 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.			

No voting is necessary for informative articles.

If the minority has a separate draft resolution, this shall be separately mentioned to guarantee voting in representation.

2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is not authorized to vote for these topics.
- c) Attorney is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS: Special instructions, if any, to the attorney by the shareholder are mentioned in this section.

B) The shareholder chooses one of the choices below to point out the shares that he/she prefers the attorney to represent for.

1. I herewith confirm that the shares of mine of which details are mentioned below shall be represented by my attorney.

- a) Group and Series:*
- b) Number/group:**
- c) Quantity-nominal value:
- ç) Whether it is a multiple voting share or not:
- d) Whether it is bearer or registered share certificate:
- e) Proportion of the share certificate(s) with the total shares/vote rights the shareholder has:

* Such information is not requested for those shares that are monitored on registries.

** Information with the group shall be given, if available, to replace the number for those shares that are monitored on registries.

2. I herewith confirm representation by the attorney of all my shares listed in the list of shareholders that are authorized to attend the general assembly issued by CRA a day before the date of the General Assembly meeting.

SHAREHOLDER'S NAME/SURNAME or TITLE (*)

TR ID No/Tax No., Trade Registry and Number, MERSIS Number: Address:

(*) Equivalent information shall be submitted, if available, of the information requested for a shareholder who is a foreign country citizen.

Signature

ANNEX/2

CURRICULUM VITAE OF THE INDEPENDENT BOARD MEMBER CANDIDATES

ÇAĞLAR GÖĞÜŞ

Çaglar Gogus holds a B.A degree in Business Administration from Bilkent University, Ankara, Turkey and an M.B.A. from University of Florida, Gainesville, FL, USA.

In 1995 he started his career as an assistant in Coopers & Lybrand Turkey than worked as a short-term Senior Analyst at Arthur Andersen.

From 1998 to 2000, he worked as a Senior Consultant at A.T.Kearney . He joined Peppers & Rogers Group in 2002 and served as a Partner during the nine years.

From 2010 to 2014, he assumed responsibility for the EMEA region with the title of Managing Director and successfully co-led expansion of Peppers & Rogers Group internationally and in EMEA

BÉATRICE DE CLERMONT TONNERRE

Béatrice de Clermont Tonnerre has been serving as Southern Europe Director for Partner Business Solutions at Google since May 2013.

She is based in Paris and is working on revenue partnerships with ISPs, ecommerce sites, classified sites as well as broadcasters and publishers for France, Spain and Italy.

Ms. de Clermont Tonnerre started her career in 1992 as radio journalist at Radio France Internationale and Europe 1. In 1995 she joined Lagardere as a strategy analyst in high technology and later pivoted back to corporate development in Media.

She worked for Groupe Canal+ from 2001 to 2005 in several positions: Head of Interactive Television and later Co-Head for Programming in 2003.

From 2005 to 2013 she has worked in development at Lagardère becoming the group Head of Development in 2008.

Béatrice de Clermont Tonnerre graduated from the Institut d'Etudes Politiques de Paris (IEP) and obtained her MBA degree from ESSEC (Paris).