

**INFORMATION DOCUMENT REGARDING ORDINARY GENERAL
MEETING FROM THE BOARD OF DIRECTORS OF THE HÜRRİYET
GAZETECİLİK VE MATBAACILIK A.Ş.**

Our Company's Ordinary General Meeting for the fiscal term 2015 shall convene on Tuesday, March 29, 2016 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 Activity Report regarding 2015 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/A, Adana-Ceyhan Karayolu 5.Km., 01260 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. Ankara DPC Branch Office at the address Osmangazi Mahallesi, Özal Bulvarı, No.120, Esenboğa Yolu üzeri 15.km 06150 Sarayköy/Pursaklar/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch Office at the address Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8.Km 07300 Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch Office at the address Odunluk Mahallesi, Akpınar Caddesi Green White Plaza No.5 Kat.6 D.16 Nilüfer/Bursa,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch Office at the address Orhangazi Mahallesi, 1650 Soaka. No.2 Doğan Media Tesisleri, Esenyurt/İstanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch Office at the address Şehitler 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, 35414 Gaziemir/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch Office at the address Nuroğlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Frankfurt Printing Plant at the address An Der Brücke 20-22 D-64546 Mörfelden-Walldorf Frankfurt/Germany.

It will be made available to be examined by our shareholders in our Our Company's website www.hurriyetkurumsal.com and Public Disclosure Platform (KAP) (www.kap.gov.tr) and EKGS of MK.

GENERAL MEETING ATTENDANCE PROCEDURE

Our shareholders may attend the meeting physically or they may cast their votes through the electronic platform of Electronic General Meeting System ("e-KGS") of Central Registry Agency (MKK) pursuant to the provisions of Article 1527 of Turkish Code of Commerce Nr. 6102. Those shareholders or their representatives who wish to attend the meeting through the electronic platform shall hold **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 able to attend to the general meeting over electronic medium.** 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 on "www.mkk.com.tr."

Right to attend the general meeting and vote shall not presuppose allocation of shares pursuant to sub-clause 4 of Article 415 of Turkish Code of Commerce Nr. 6102 and sub-clause 1 of Article 30 of Capital Markets Board. In this respect, **in the event that our shareholders wish to attend the General Meeting, they are not required to block their shares.**

Our shareholders who wish to attend the General Meeting **are required to fulfill the procedures disclosed by Central Registry Agency. Those whose names are included in the list of attendants drawn taking the "the list of shareholders" as provided by the Central Registry Agency may attend the General Meeting.**

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), which came into effect after being published on the Official Gazette Nr. 28861 with December 24, 2013 date, without prejudice to rights and liabilities with respect to attending Ordinary General Meeting over electronic environment. You can obtain the sample letter of proxy form the Head Office of our Company and/or our from website at the address www.hurriyetkurumsal.com. Name and surname of the attorney (representative) must be included in the list received from MKK (Central Registry Agency) should the authorization has been made over Electronic General Meeting System ("EGKS"). A letter of proxy drawn in accordance with the legislation is required to be submitted should the authorization has not been made over EGKS. An attorney in-fact who has been appointed through electronic mean over EKGS is not required to submit a letter of proxy. **Those letters of proxy which are in conformity with the samples available in the attachment and stipulated in the Communiqué II.30.1 of CMB shall not be accepted under any circumstances due to our legal responsibility.**

According to Article 19 of our Articles of Association;

Principles mentioned below are implemented in General Meetings.

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.

ı) 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.

Submitted For Our Shareholders' Information,

Truly Yours,

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

BOARD OF DIRECTORS

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:

Shareholders	Dec.31, 2015	Share (%)	Dec.31, 2014	Share (%)
Doğan Holding A.Ş.	428.616.468	77,65	482.616.468	77,65
BİAŞ and other partners	123.383.532	22,35	123.383.532	22,35
Issued Capital	552.000.000	100	552.000.000	100

- 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 HÜRRİYET
GAZETECİLİK VE MATBAACILIK A.Ş. DATED MARCH 29th
2015 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. Submitting the appointment of Gündüz Kösemen as a Board Member to complete the remaining duty period of Ayşe Sözeri Cemal, who has retired from Board Membership position pursuant to Article 363 of Turkish Code of Commerce to the approval of Shareholders.

Reason : The appointment of Gündüz Kösemen as a Board Member shall be submitted to the approval of Shareholders to complete the remaining duty period of Ayşe Sözeri Cemal, who has retired from Board Membership position pursuant to Article 363 of Turkish Code of Commerce.

4. Reading, discussing and submitting Board of Directors Activity Report for the 2015 financial year for approval.

Reason : Board of Directors Activity Report regarding 01.01.2015-31.12.2015 financial year shall be read in the General Meeting, discussed and submitted for approval in accordance with TTK and Regulation provisions. You can find the said documents on our Head Office and branches the Company, on Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“EGKS”) and on our website www.hurriyetkurumsal.com

5. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2015 financial year for approval.

Reason : The Company Audit Report, Independent Auditing Firm Opinion regarding 01.01.2015-31.12.2015 financial year shall be read in the General Meeting, discussed and submitted for approval in accordance with TTK, Capital Market Board regulations and Regulation provisions. (You can find the said documents on our Head Office and branches the Company, on Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“EGKS”) and on our website www.hurriyetkurumsal.com).

6. Reading, discussing and submitting financial statements for the 2015 financial year for approval.

Reason : Financial Statements regarding 01.01.2015-31.12.2015 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 Head Office and branches the Company website at the address www.hurriyetkurumsal.com, Public Disclosure Platform (www.kap.gov.tr) and Electronic General Meeting System ("EGKS").

7. Relieving each Board of Directors Members and managers individually due to 2015 financial year activities, actions and accounts.

Reason : Relieving Board of Directors Members and managers regarding their 2015 activities, actions and accounts shall be submitted to General Meeting's approval in accordance with TTK and Regulations provisions.

8. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.

Reason : With our Board of Directors' decision dated March 07, 2016, it has been resolved that;

- Shareholders be informed that no profit distribution shall be made for the 01.01.2015-31.12.2015 financial period and this matter be submitted to the General Meeting for approval according to the financial statements for the 01.01.2015-31.12.2015 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;" of which presentation principles have been defined according to SPK decisions on the subject, passed through independent auditing; a total of TL 30.499.114 "Net Period Loss" has occurred when considering "Deferred Tax Income", "Current Tax Expense" and "Non-Controlling Interest From Consolidated Participations" all together, adding "Previous Year Losses" amounting to TL 344.471.730 as calculated by the Dividend Guide announced in the Weekly Bulletin of CMB Nr. 2014/2 and dated Januar 27, 2014 and TL 863.858 "donation" granted in 2015 and seeing that the "Period Loss" has amounted to TL 374.106.987 in accordance with the regulations of SPK regarding profit distribution;
- "Net Period Profit" amounting to TL 41.993.525 has occurred according to the accounting period of 01.01.2015 – 31.12.2015 as recorded in our financial records for accounting period of 01.01.2015 – 31.12.2015 kept according to the Uniform Chart Of Account under Tax Legislation, published by the Ministry of Finance of Republic of Turkey, and deduction of "Period Profit" amounting to TL 32.147.070 which has remained after reserving "Period Tax Expense" amounting to TL 9.846.455 from the "Net Period Profit" amount to "Previous Years' Losses" be submitted to the approval of the General Assembly,

Material Disclosure regarding the mater has been made at Borsa İstanbul A.Ş. (BIST) on March 07,2016 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 in accordance with TTK provisions, SPK (CMB) regulations and the provisions of the relevant legislation.

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.

Majority of the Board Members is consisted of members not assigned in execution.

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' resolution no 2016/9 dated March 07, 2016 announced in Borsa İstanbul ("BIST") via KAP on March 07,2016, Mr. Gündüz Kösemen and Mrs Beatrice de Clermont Tonerre have been accepted as Independent Board Member nominees. You can see the resumes of the said Independent Board Members nominees in the annex (ANN/2).

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 Management Communiqué: II, No: 17.1 of Capital Markets Board, General Meeting shall be informed on the "Wages Policy" for Board of Directors members and top management.

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 observed 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 for approval in accordance with Turkish Code of Commerce and Capital Markets Law and relevant legislation

It is resolved that DRT Bağımsız Denetim ve Serbest Muhasabeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte Touche Tohmatsu) be assigned as a independent audit firm for the purpose of subjecting our financial reports of our Company for 2016 accounting period to independent auditing and conducting other relevant activities in accordance with the principles stipulated by Turkish Code of Commerce, Capital Markets Law and Decree Law Nr. 660 and secondary legislation applicable in this respect according to the resolution of our Management Board taken on March 7, 2016 through the assent of our Audit Committee and such assignment be submitted to the approval of the General Assembly.

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 2016 financial period shall be discussed for approval.

Reason :	<p>According to clause 6 of item 3 of Articles of Association;</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>According to item 20 of Articles of Association;</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>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.</p>
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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 2016 financial period shall be discussed for approval.

Reason :	<p>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.</p> <p>In this regard, although not necessary for the current status, in the year 2016, 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.</p> <p>According to item 12 of Articles of Association;</p>
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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 Capita 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 2015 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 863.858 TL in 2015.

- 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.

ANNEXES:

- 1- Sample of Proxy Letter
- 2- Curriculum Vitae of the Independent Board Member Nominees,

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 2015 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Saturday, March 29 2016 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. Submitting the appointment of Gündüz Kösemen as a Board Member to complete the remaining duty period of Ayşe Sözeri Cemal, who has retired from Board Membership position pursuant to			

Article 363 of Turkish Code of Commerce to the approval of Shareholders.			
4. Reading, discussing and submitting Board of Directors Activity Report for the 2015 financial year for approval.			
5. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2015 financial year for approval.			
6. Reading, discussing and submitting financial statements for the 2015 financial year for approval.			
7. Relieving each Board of Directors Members and managers individually due to 2015 financial year activities, actions and accounts.			
8. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.			
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.			
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.			
11. Determining the wages of the Board of Directors members which shall be paid during their period of office.			
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.			
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 2016 financial period shall be discussed 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 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 2016 financial period shall be discussed for approval.			
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 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 2015 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.			

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 surpace 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 MERSIS number:

Address:

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

SIGNATURE

RESUMES OF THE INDEPENDENT BOARD MEMBER NOMINEES

GÜNDÜZ KÖSEMEN

Gündüz Kösemem graduated from Robert College in 1958.

Holding General Coordinatorship position in Egemak A.Ş., a company of Koç Holding A.Ş., between 1967-1971, Mr. Kösemem served as a Commercial Affairs Director in Otoyol Sanayii A.Ş., owned by the same Group, between 1971-1973. He worked as a General Manager and Board Member in Opar A.Ş., a company of Koç Holding A.Ş., between 1973-1997. He also served in a number of Board Member positions in Kıraca Holding A.Ş. between 1998-2015.

He is married and has a son.

BÉATRICE DE CLERMONT TONNERRE

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