

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
DATED AUGUST 23, 2017**

The Extraordinary General Meeting of Hürriyet Gazetecilik ve Matbaacılık A.S. convened on Wednesday, March 23, 2017 at 11:00 a.m. at Burhaniye Mahallesi, Kısıklı Caddesi, No:65, Uskudar/Istanbul address under the supervision of the Ministry's Representative Mr. Feyyaz Bal, who has been commissioned by the letter of the Istanbul Provincial Directorate for Trade as registered under Nr. 27505246 dated August 22, 2017 to discuss and resolve the agenda items.

The convocation to the meeting has been published in the Turkish Trade Registry Gazette dated August 1, 2017 with Nr. 9379 issue as stipulated in the current regulation and in the Articles of Association and by having comprised the agenda as well and it has been announced three weeks before the date of the meeting in the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) and in our company's corporate internet site at the address www.hurriyetkurumsal.com.

Upon reviewing the list of attendance, it has been determined that of the 552.000.000 shares representing the Company's capital consisting of 552.000.000,-TL, a total of 428.638.983,151 shares, 428.638.983,151 shares of which have been represented by Proxy, have been represented and thus the quorum stipulated by Law and by the Articles of Association has been reached. It is verified that Mr. Çağlar Göğüş, Executive Member of the Board of Directors, Mr. Ahmet Toksoy, were present and that no objections have been put forward.

Pursuant to Article 1527, paragraphs 5 and 6 of the Turkish Code of Commerce, it has been determined that the Company has fulfilled its preparations for the electronic general meeting in accordance with the legal regulations. Mr. Çağlar Göğüş, Executive Member of the Board of Directors, has appointed Mrs. Elif Özcan holding a "Specialization of the Central Registry Agency Electronic General Meeting System Certificate" to use the electronic general meeting system, and the meeting having been opened simultaneously both physically as well as electronically and the discussion of the agenda has been initiated.

1. It is unanimously resolved that Erem Turgut Yücel be elected as the Chairman, Diba Topuz be elected as the Vote Collector and Özlen Ertuğrul Cendere be elected as the Secretary of Minutes.
2. The Chairman is unanimously authorised to sign the minutes on behalf of the shareholders.
3. The Chairman has advised that the Amendment Text of the Articles of Association has been made public before the General Meeting at the Company's head office, in the Public Disclosure Platform, at the Company's corporate internet website (www.hurriyetkurumsal.com) and in the Electronic General Meeting System of the Merkezi Kayıt Kuruluşu A.S. (Central Registry Agency) and made available to be reviewed by the Shareholders, thus he submit it to approval of the Shareholders that it has been already read and it has been unanimously approved. It has been also submitted the approval of the Shareholders that the Article 7 reading "Capital Increase", Article 13 reading "Board of Directors", Article 14 "Duties and Powers of Board of Directors" of the Articles of Association be amended in accordance with the Amendment Text of the Articles of Association in accordance with the approval of Capital Markets Board of Republic of Turkey dated July 10, 2017 under 29833736-110.03.02-E.8193 number and

approval of Ministry of Customs and Trade of Republic of Turkey dated July 12, 2017 under 50035491-431.02-E-00026470006.

4. The Chairman has announced the candidates of the Board of Directors and has stated that the résumés of the member candidates are always made available to the public in the Company's corporate internet website www.hurriyetkurumsal.com. It is unanimously resolved that the Board of Directors be consisted of 10 (ten) members and,

- **Vuslat Sabancı**, registered under Turkish ID number 17353181560,
- **Sedat Ergin**, registered under Turkish ID number 11704051076,
- **Kai Georg Diekmann**, registered under tax identification number 2950432392,
- **Ahmet Toksoy**, registered under Turkish ID number 35954080396,
- **Çağlar Göğüş**, registered under Turkish ID number 23912456406,
- **Fikret Bila**, registered under Turkish ID number 24856726044,

* As independent board members.

- **Béatrice de Clermont Tonnerre**, registered under Tax ID number 2110656634,
- **Gündüz Kösemen**, registered under Turkish ID number 28273968780,
- **Sedat Gümüšoğlu**, registered under Turkish ID number 35627104244,
- **Değerhan Usluer**, registered under Turkish ID number 54814355320,

be elected as members of the Board of Directors to be assigned until the General Meeting where activities and accounts for the accounting period of January 1, 2017 – December 31, 2017 will be discussed.

5. The Chairman has given information by reading the Company's "Wage Policy", designated for Board Members (including attendance fee as determined by the Board of Directors) and Senior Executives that have been assigned for the execution actions of the Company, which has been disclosed to the public and published in the Company's corporate internet website, that a payment amounting TL 12.502.273 has been paid for the accounting period of January 1, 2016 – December 31, 2016.
6. Determination of the fees to be paid to the Boards Members for their assignments is the current agenda item and it is unanimously resolved that monthly net TL 10.000 be paid to Independent Board Members while net monthly TL 5.000 be paid to each other Board Members for their capacities.

Since there is no other remaining subjects to be discussed on the agenda, the meeting has been adjourned by the Chairman.

The present minutes issued on the site has been read and undersigned on this 23th Day of March, 2017.

Ministry Representative

Feyyaz BAI
(Signature)

Chairman

Erem Turgut Yücel
(Signature)

Vote Collector

Diba Topuz
(Signature)

Secretary of Minutes

Özlen Ertuğrul Cendere
(Signature)

**ANNEX: Amendment Text of the Articles of Association
ANNEX / 1**

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION**

<i>Previous Form:</i>	<i>New Form:</i>
<p>CAPITAL INCREASE ARTICLE 7</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law. If and when required, the registered capital ceiling may be increased by a decision of the General Assembly of Shareholders with a prior consent of the Capital Markets Board. The issued capital may be increased by a decision of the Board of Directors in accordance with the legal formalities in connection therewith.</p> <p>Decisions to increase the capital of the Company will be enforced and implemented in strict compliance with the pertinent provisions of the Capital Markets Law. Capital of the Company may be increased through subscription of the existing shareholders in the capital increase, or acceptance of new shareholders from outside, or capitalization of extraordinary reserves or funds.</p> <p>In capital increase, the Board of Directors is authorized to offer to public all and any shares remaining due to non-use of the rights of option, at a price per share above their nominal value. Should it is decided to increase the capital through capitalization of reserve funds or funds, free shares shall be distributed to the existing shareholders in proportion to their existing shares in the capital.</p>	<p>CAPITAL INCREASE ARTICLE 7</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law. If and when required, the registered capital ceiling may be increased by a decision of the General Assembly of Shareholders with a prior consent of the Capital Markets Board. The issued capital may be increased by a decision of the Board of Directors in accordance with the legal formalities in connection therewith.</p> <p>The Company increases its capital issued in accordance with the regulations of Capital Markets Law, Capital Markets Board and provisions of the applicable regulations. In cases where there are no provisions in the Capital Market Laws, then the Turkish Code of Commerce and applicable regulations shall be observed.</p>
<p>BOARD OF DIRECTORS Article 13</p> <p>The company is managed and represented by a board of directors elected by the shareholders in the General Assembly, having minimum 6 and maximum 9 members. The elected number or proportion of the board members carrying independent member qualifications is determined in line with Capital Markets Board. The Capital Markets Law, the Capital Markets Board Regulations, and other applicable laws and regulations in effect are applied in determining and nominating, deciding on the number and qualifications of, selecting and disengagement and/or</p>	<p>BOARD OF DIRECTORS Article 13</p> <p>The company is managed and represented by a board of directors elected by the shareholders in the General Assembly, having minimum 6 and maximum 9 members. The elected number or proportion of the board members carrying independent member qualifications is determined in line with Capital Markets Board. The Capital Markets Law, the Capital Markets Board Regulations, and other applicable laws and regulations in effect are applied in determining and nominating, deciding on the number and qualifications of, selecting and disengagement and/or departure of independent board member nominees.</p>

departure of independent board member nominees. It is a principle to elect the board of directors members among the persons who have the essential knowledge related to the legal principles arranging the transactions and disposals regarding the of the company's field of activity; who is experienced in company management, who has the ability to evaluate financial tables and reports, and who is preferably highly educated.

Provided that article 375 of the Turkish Commercial Code as well as the other regulation provisions are reserved, the Board of Directors is authorized to assign the management partially or fully to one or more Board members, third persons or to any Boards or Committees, which it shall establish, in the framework of the provisions of the Articles of Association and the provisions of the Internal Regulation to be arranged in the framework of article 367 of the Turkish Commercial Code.

In addition, the Board of Directors may realize a distribution of tasks, if considered necessary by the latter, for a part of its powers, a certain part of the Company's affairs, by determining also the managing directors to assume the observation of the implementation of the resolutions adopted by the Board of Directors. Thus, the areas of responsibility of each of the managing directors of the Board of Directors are determined by the Board of Directors.

The managing directors shall have taken over all authorizations and responsibility in the area entrusted to them. Due to the transactions in this framework, and provided that any powers and duties which are exclusively comprised by the power of the Board of Directors and which may not be assigned, are reserved, the other members of the Board of Directors shall not be responsible as a rule.

In case the managing directors are appointed without having determined any area of responsibility, the managing directors shall have taken over the entire authorization and responsibility related to the corporate affairs, management and activities as well as the implementation of the resolutions adopted, without any limitation. The provision of article 553/2 of the Turkish Commercial Code is reserved.

Managing directors are natural members of the Executive Committee. Provided that it lies in the framework of the regulation in force, the Executive Committee shall be authorized and in charge of the

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The members of the Board of Directors may take office in the boards of directors of affiliate companies, subsidiaries or partnerships with joint management in order to protect, preserve, supervise, manage and audit the interests of the Company and its shareholders. In addition, members of Board of Directors can serve nonprofit organisations, foundations as well as organisations and institutions conducting non-profit or scientific researches and development studies, including universities, education institutions and other similar organisations. Other duties, jobs and functions may be assumed only with a prior approval of, and subject to the rules to be specified by, the Board of Directors.

The majority of the members of the Board of Directors consist of the members not in charge in the execution.

The Board of Directors shall appoint a Chairman from among its members, and the necessary number of Deputy-Chairmen every year. In case more than one vice-chairmen are elected, the Board of Directors shall determine the duty, authorization and area of responsibility of each vice-chairman.

Any meetings held in the absence of the Chairman and the Deputy-Chairman shall be presided by a member appointed exclusively for that meeting. The Chairman of the Board of Directors is liable for ensuring that the convocations for the board meetings and discussions are made orderly and that the resolutions adopted are placed on record; the latter performs this responsibility through the mediation of the Secretariat of the Board of Directors. The Deputy-Chairman of the Board of Directors shall assume the authorizations and responsibilities assigned to him/her by the Chairman and shall run the board meetings not attended by the Chairman for any reason whatsoever.

fulfillment and supervision of the issues related to the areas entrusted to them, if the Board of Directors has determined anything; and if the Board of Directors has not determined anything in this regard, the Executive Committee shall be authorized and in charge of the fulfillment and supervision of all of them.

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The members of the board of directors are elected to work for maximum 3 years. If the working period is not clearly stated in the election decision of the general assembly then the election is deemed to be made for a year. Any member, whose period of commission has ended, may be re-elected. In the case a position of a member of the board of directors becomes free with any reason, a person featuring the required qualifications is elected by the board of directors to be presented to the approval of the first general assembly to convene. The mentioned person completes the working period of the substituted member provided that the former is approved by the general assembly.

The General Meeting shall be entitled to remove the members of the Board of Directors from office at any time, in case there is any relevant point in the agenda or in case of any just cause even if there is

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The General Meeting shall be entitled to remove the members of the Board of Directors from office at any time, in case there is any relevant point in the agenda or in case of any just cause even if there is not any relevant point in the agenda.

If considered necessary by the General Meeting, a legal entity that is a Board Member may at any time replace the members of the Board of Directors.

<p>not any relevant point in the agenda.</p> <p>If considered necessary by the General Meeting, a legal entity that is a Board Member may at any time replace the members of the Board of Directors.</p>	
<p>DUTIES AND POWERS OF THE BOARD OF DIRECTORS Article 14</p> <p>The Board of Directors is liable for fulfilling the duties entrusted to it by the regulation in force and the present Articles of Association. All tasks and transactions not requiring the resolution of the General Meeting either according to the laws or the provisions of the present Articles of Association shall be assumed by the Board of Directors.</p> <p>The Board of Directors shall perform its duties and execute its powers in accordance with the arrangements and decisions of the Turkish Code of Commerce, the Capital Markets Law and of Capital Markets Board as well as the provisions of the Articles of Association and the current regulation.</p> <p>Any entities or persons transferring any duty or power, which arise from the law or the Articles of Association, to someone else based on the law, shall not be responsible for the acts and decisions of these persons, unless it is evidenced that they have not taken reasonable care in the selection of the persons taking over these duty and powers.</p> <p>The members of the Board of Directors may take office in the boards of directors of affiliate companies, subsidiaries or partnerships with joint management in order to protect, preserve, supervise, manage and audit the interests of the Company and its shareholders. In addition, members of Board of Directors can serve nonprofit organisations, foundations as well as organsations and institutions conducting non-profit or scientific researches and development studies, including universities, education institutions and other similar organisations. Other duties, jobs and functions may be assumed only with a prior approval of, and subject to the rules to be specified by, the Board of Directors.</p> <p>The company shall be represented by the Board of Directors. Upon the resolution to be adopted by the Board of Directors, the representative authority of</p>	<p>DUTIES AND POWERS OF THE BOARD OF DIRECTORS Article 14</p> <p>The Board of Directors is liable for fulfilling the duties entrusted to it by the regulation in force and the present Articles of Association. All tasks and transactions not requiring the resolution of the General Meeting either according to the laws or the provisions of the present Articles of Association shall be assumed by the Board of Directors.</p> <p>The Board of Directors shall perform its duties and execute its powers in accordance with the arrangements and decisions of the Turkish Code of Commerce, the Capital Markets Law and of Capital Markets Board as well as the provisions of the Articles of Association and the current regulation.</p> <p>Any entities or persons transferring any duty or power, which arise from the law or the Articles of Association, to someone else based on the law, shall not be responsible for the acts and decisions of these persons, unless it is evidenced that they have not taken reasonable care in the selection of the persons taking over these duty and powers.</p> <p>Provided that article 375 of the Turkish Commercial Code as well as the other regulation provisions are reserved, the Board of Directors is authorized to assign the management partially or fully to one or more Board members, third persons or to any Boards or Committees, which it shall establish, in the framework of the provisions of the Articles of Association and the provisions of the Internal Regulation to be arranged in the framework of article 367 of the Turkish Commercial Code. Accordingly, Executive Board of a Company shall constitute Committees required to be established pursuant to Turkish Code of Commerce, Capital Markets Law and applicable regulations.</p> <p>In addition, the Board of Directors may realize a distribution of tasks, if considered necessary by the latter, for a part of its powers, a certain part of the Company's affairs, by determining also the managing</p>

the Company may be assigned to any of the members of the Board of Directors or to one or more managing directors or to any third persons as managers. At least one member of the Board of Directors has to hold the representative authority. The assignment of the representative authority shall not be valid unless the notarially certified copy of the resolution indicating the authorized representatives and their manner of representation has been registered in the trade register and announced in the Turkish Trade Registry Gazette. The limitation of the representative authority is not effectual against any bona fide third persons; however, any limitations registered and announced related to rendering the representative authority specific exclusively to the tasks of the head office or a branch or to be used together, shall be valid. The provisions of the articles 371, 374 and 375 of the Turkish Commercial Code are reserved.

In order to validate all documents to be delivered and contracts to be signed by the Company, they have to bear the signatures of the company's authorized signatories to be set under the company's name.

directors to assume the observation of the implementation of the resolutions adopted by the Board of Directors. Thus, the areas of responsibility of each of the managing directors of the Board of Directors are determined by the Board of Directors.

The managing directors shall have taken over all authorizations and responsibility in the area entrusted to them. Due to the transactions in this framework, and provided that any powers and duties which are exclusively comprised by the power of the Board of Directors and which may not be assigned, are reserved, the other members of the Board of Directors shall not be responsible as a rule.

In case the managing directors are appointed without having determined any area of responsibility, the managing directors shall have taken over the entire authorization and responsibility related to the corporate affairs, management and activities as well as the implementation of the resolutions adopted, without any limitation. The provision of article 553/2 of the Turkish Commercial Code is reserved.

Managing directors are natural members of the Executive Committee. Provided that it lies in the framework of the regulation in force, the Executive Committee shall be authorized and in charge of the fulfillment and supervision of the issues related to the areas entrusted to them, if the Board of Directors has determined anything; and if the Board of Directors has not determined anything in this regard, the Executive Committee shall be authorized and in charge of the fulfillment and supervision of all of them.

The company shall be represented by the Board of Directors. Upon the resolution to be adopted by the Board of Directors, the representative authority of the Company may be assigned to any of the members of the Board of Directors or to one or more managing directors or to any third persons as managers. At least one member of the Board of Directors has to hold the representative authority. The assignment of the representative authority shall not be valid unless the notarially certified copy of the resolution indicating the authorized representatives and their manner of representation has been registered in the trade register and announced in the Turkish Trade Registry Gazette. The limitation of the representative authority is not effectual against any bona fide third persons; however, any limitations registered and announced

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July 7, 2017 (Seal)

**Hürriyet Gazetecilik ve Matbaacılık
Anonim Şirketi
(Seal and signatures)**