

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
DATED MARCH 2, 2017**

1- Opening and election of a Chairman,

2- Empowering the Chairman in order to be able to sign the Minutes of the Meeting,

3- Informing the Shareholders about the statements made in accordance with the Article 8 of “Merger and Demerger Communiqué” (II-23.2) of the Capital Markets Board and with the “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda and with the “Examination Right Announcement”, “Announcement Regarding Protection of Receivables” and “Reports of Certified Public Accountant”.

4- Since it has already been acknowledged that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda in accordance with the sub-clause (1)/(e) of the Article 12 bearing the title "Cases For Which There Are No Withdrawal Rights" of "(II-23.1 Communiqué) Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance" coming to the effect by being published in the Trade Registry Gazette dated December 24, 2013 and under 28861 issue number of the Capital Markets Boards, the statement of our Board of Directors disclosing the fact that no “withdrawal right” has arisen under the sub-clause 2 of Article 12 of the same Communiqué in question and information to be provided to the shareholders that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” in question,

5- Discussion and approval of the Consolidated Financial Statements for the interim period of January 1, 2016 – September 30, 2016 period to be compared to the previous period of the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda,

6- Executing the process of transfer of “**Hürriyet Emlak Şubesi**” operating under the structure of our Company together with its assets and liabilities and relevant rights and obligations hereof to the company “**Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.**” under the “**Partial Demerger In Simplified Procedure Through Participation Model**” as a whole in a manner that such process conducted does not destroy the operating integrity of our Company and submitting the Merger Report and Merger Agreement prepared for that purpose to the approval of the General Assembly, discussion of this merger processes and rendering a final resolution in this respect in accordance with paragraph (b), sub-clause 1 of Article 159 and other relevant articles of Turkish Code of Commerce Nr. 6102; with paragraph (b), sub-clause 3 of Article 19 and 20 of Corporate Tax Law Nr. 5520 and with sub-clause (1)/(a) of Article 23 and sub-clause (4) of Article 24 of the Capital Markets Board and with the other relevant provisions and within the relevant provisions of "(II-23.2 Communiqué) “Merger and Demerger Communiqué” and the relevant provisions of “Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance (II-23.1 Communiqué)” and under the other relevant legislation provisions.