

**INVITATION TO THE EXTRAORDINARY GENERAL MEETING FROM THE
BOARD OF DIRECTORS OF
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

Extraordinary General Assembly of our Company shall convene in the Head Office of our Company on March 2, 2017, Thursday, at 11:00 a.m. in 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul address to discuss and finalise the agenda items.

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 28, 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 29, 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 inconformity 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.**

In accordance with the Article 8 of “Merger and Demerger Communiqué For Public Disclosure Purposes” (II-23.2) of the Capital Markets Board with respect to the “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed and submit to the approval of the shareholders during the Extraordinary General Meeting;

i. Announcement Text For Partial Demerger In Simplified Procedure Through Participation Model as approved by CMB (shortly “Announcement Text”) and its annexes (Announcement Text ANNEX/1,2,3),

ii. Other annexes of Announcement Text For Partial Demerger In Simplified Procedure Through Participation Model as approved by CMB,

a. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of January 1, 2016 – September 30, 2016 subjecting to the demerger process under the Partial Demerger in question (Announcement Text ANNEX/5),

b. Financial Statement of “Hürriyet Emlak Şubesi” Service Establishment operating under the structure of of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of June 1, 2016 – September 30, 2016 (Announcement Text ANNEX/6),

c. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of “Hürriyet Emlak Şubesi” Service Establishment operating under the structure of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of June 1, 2016 – September 30, 2016 subjecting to the transfer process under the Partial Demerger in question (Announcement Text ANNEX/7),

d. Balance Sheet And Income Statement of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company) for the interim accounting period for June 1, 2016 – September 30, 2016 (Announcement Text ANNEX/8),

e. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company) for the interim accounting period for June 1, 2016 – September 30, 2016 subjecting to the Partial Demerger Process in question (Announcement Text ANNEX/9),

f. Opening Balance Sheet of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company) dated September 30, 2016 after the Partial Demerger process in question (Announcement Text ANNEX/10),

g. Reports of the Certified Public Accountant dated November 25, 2016 and numbered YMM670/861-22 and December 20, 2016 and numbered YMM 670/864-25 (ANNEX/11-1 and ANNEX/11-2),

iii. Partial Demerger Agreement,

iv. Partial Demerger Report,

v. Articles of Association of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company),

shall be made available to the public on the Corporate Website of our Company www.hurriyetkurumsal.com and on www.kap.org.tr at least 30 days before the Extraordinary General Meeting.

On the other hand,

i. 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” (Announcement Text ANNEX/4),

ii. Financial Statements (Financial Reports) and Activity Reports for the last 3 years (2013, 2014, 2015),

iii. Independent Auditing Reports for the 3 years (2013, 2014, 2015),

have already been published on the Corporate Website of our Company www.hurriyetkurumsal.com and on www.kap.org.tr and these documents are made available in these websites.

Agenda Items of the Extraordinary General Meeting and General Meeting Information document as well as the Procedure for Attending the General Meeting, 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 Emlak Şubesi at the address Kuştepe Mahallesi, Mecidiyeköy Yolu Caddesi, Trump Towers Ofis Katları, No:12, K:10, Şişli/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 Nurođlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,

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

Submitted for the information of our esteemed shareholders

Truly yours,

**BOARD OF DIRECTORS OF
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**