

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**INFORMATION DOCUMENT**  
**FOR**  
**THE ORDINARY GENERAL ASSEMBLY MEETING TO**  
**BE HELD ON 29 MARCH 2019 CONCERNING THE**  
**ACTIVITIES OF THE YEAR 2018**

**INTRODUCTION**

Our Company's Ordinary General Assembly for the fiscal period from 1 January 2018 to 31 December 2018 shall convene at 11:00 AM on Friday 29 March 2019 at the address 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul to discuss and resolve on the agenda items.

Documents listed below pertaining to the fiscal period from 1 January 2018 to 31 December 2018 shall be made available at the following addresses and media for inspection by our shareholders, three weeks prior to the meeting date:- The Board of Directors' Activity Report, Financial Statements and their Footnotes (altogether to be referred to as the "Financial Report"), Opinion of the Independent Audit Firm, the Board of Directors' proposal Not to Distribute Dividends, Report on Compliance with Corporate Management Principles, General Assembly Information Document, Procedure for Participation in the General Assembly and the Power of Attorney Form, as well as the information notes including explanations required under II-17.1 "Corporate Management Communique" of CMB:

- the Company's Headquarters at 100. Yıl Mahallesi 2264. Sokak, No:1, Bağcılar/Istanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch at Yeni Doğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir/Adana,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara Branch at Söğütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,
- Ankara DPC Branch at Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu üzeri 15. Km 06150 Sarayköy Pursaklar / Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch at Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8. Km. 07300 Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch at Odunluk Mahallesi Akpınar Caddesi Green White Plaza No:5 Kat:6 D:16 Nilüfer /Bursa,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch at Orhangazi Mahallesi, 1650 Sokak, No:2, Demirören Media Tesisleri Esenyurt/Istanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch at Şehitler Caddesi, No:16/1 Alsancak/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık - A.Ş. İzmir DPC Branch at Fatih Mahallesi, Ege Caddesi, No:36, 35414 Gaziemir/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch at Nuroğlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,

the Company's corporate website at [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and in the Electronic General Meeting System (EGKS) of the Central Securities Depository of Turkey (MKK).

## PROCEDURE FOR PARTICIPATION IN THE GENERAL ASSEMBLY

As per the provisions of Article 1527 of the Turkish Commercial Code ("TCC") No. 6102, our shareholders may either physically participate in the meeting, or participate and cast vote via the electronic domain on the Electronic General Meeting System ("e-GKS") of the Central Securities Depository of Turkey ("MKK"). Our shareholders or their proxies intending to participate in the meeting electronically are required to hold **an Electronic Signature Certificate**.

Our shareholders intending to attend the Ordinary General Assembly Meeting electronically and "holding an electronic signature" are required to complete the necessary procedures in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint-stock Companies" published in the Official Gazette No. 28395 dated 28 August 2012 and the "Communique on the Electronic General Meeting System Applicable in General Assemblies of Joint-stock Companies" published in the Official Gazette No. 28396 dated 29 August 2012. **Otherwise, they will not be able to attend the Ordinary General Assembly Meeting electronically.** Our shareholders may obtain necessary information concerning electronic attendance in the general assembly from MKK (Central Securities Depository of Turkey) and/or from MKK's website at "www.mkk.com.tr".

Pursuant to Article 415(4) of TCC and Article 30(1) of the Capital Market Law ("CML"), the right of attendance in the general assembly and the voting right are not contingent on depositing of shares. Accordingly, **our shareholders intending to attend the Ordinary General Assembly Meeting are not required to block their shares.**

Our shareholders intending to attend the General Assembly Meeting **are required to fulfill the procedures publicly disclosed by MKK. The shareholders whose names are specified in the list of attendees prepared on the basis of the "shareholders list" provided by MKK can attend the Ordinary General Assembly Meeting.** The relevant list shall be used to check whether the persons physically showing up at the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or proxies of shareholders.

With their rights and obligations regarding electronic attendance in the Ordinary General Assembly Meeting being reserved; our shareholders who will not be able to attend the meeting in principal (i.e. in person) and who intend to use their voting rights through a proxy are required to issue their powers of attorney in accordance with the following template, to fulfil the other requirements set forth in II-30.1 "Communique on Casting Vote by Proxy and Collection of Powers of Attorney by way of a Call" issued by the Capital Markets Board ("SPK"), which took effect after its publication in the Official Gazette No. 28861 dated 24.12.2013, and to submit their powers of attorney, the signature of which has been certified by a notary, to our Company. The Power of Attorney template can be obtained from our Company's headquarters or from the Company's Website at [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com). If authorization has been given via e-GKS, the proxy's (representative's) name and surname must be indicated in the list obtained from MKK. If authorization has not been given via e-GKS, it is required to submit a power of attorney conforming to the legislation.

Proxies appointed electronically via e-GKS are not required to submit a power of attorney.

**Powers of attorney not conforming to the power of attorney template required by SPK's II-30.1 Communique and enclosed herewith (Annex-1) shall not in any way be accepted, as a requirement of our legal liability.**

As per Article 19 of our Articles of Association;

*"General Assembly meetings are held based on the following principles.*

**a) Call Procedure:** *The General Assembly meetings shall be held on ordinary or extraordinary basis. The Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall apply to calls for these meetings.*

*Announcements for call to general assembly meetings shall be made at least three weeks prior to the general assembly meeting date by means of any type of communication in addition to those provided in the legislation, that will ensure reaching out to the highest number of shareholders possible, including electronic communications. The relevant announcement shall be published on the Public Disclosure Platform, the Company's website and the Turkish Trade Registry Gazette.*

In addition to the notifications and statements that the Company is required by the legislation to make, the announcement of the general assembly meeting as well as the notifications and statements required by the Capital Markets Law, regulations of the Capital Markets Board and provisions of other legislation in force shall also be announced on the Company's website.

**b) Time of the Meeting:** The Ordinary General Assembly is held at least once per year. The items on the agenda are discussed and resolved on in these meetings.

The Extraordinary Meeting of the General Assembly shall be held as and when required by the Company's affairs and in accordance with the provisions of the Turkish Commercial Code, the Capital Market Law, regulations of the Capital markets Board and the Articles of Association, shall adopt any required resolution accordingly.

**c) Meeting Venue:** General Assemblies shall convene at the Company's management headquarters or, as decided by the Board of Directors, at another location in the city where the Company's headquarters is located.

**d) Representation:** Shareholders may have themselves represented at General Assembly meetings by a proxy who may or may not be a shareholder.

The Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation shall govern the casting of vote by proxy.

**e) Attendance in Meetings:** As a principle, managing directors of the Board and at least one member of the Board of Directors and an officer of the Independent Audit Firm must attend General Assembly meetings; in addition, those who have responsibilities concerning the items on the agenda and those who are required to make statements shall also attend the meetings. If, among the foregoing persons, those who are not required by law to attend the meeting are not present at the meeting, then the reasons for their absence shall be presented by the meeting chairman to the General Assembly.

Shareholders may attend meetings of the general assembly in compliance with the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the MKK. and the related legislation in force. A shareholder and/or its proxy who has not obtained a certificate of entry as per the applicable legislation cannot attend and/or cast vote in the meetings."

**f) Meeting Chairmanship:** A chairman elected by the General Assembly and not necessarily required to be a shareholder shall chair meetings of the General Assembly. The chairman shall constitute the chairmanship (i.e. meeting council) by assigning a minutes clerk and, if he/she deems necessary, a vote collector. A vice chairman may also be elected if necessary.

**g) Representative of the Ministry:** It is a requirement that the Representative of the Ministry of Commerce is present in both ordinary and extraordinary general assembly meetings and signs the meeting minutes together with the relevant persons. The relevant provisions of the Turkish Commercial Code, regulations of the relevant Ministry and the other legislation are complied with.

**h) Voting Right and Exercise Thereof:** Each share has one voting right in the General Assembly meetings. At general assembly meetings convening physically, the votes are cast by raising hands. On the other hand, if requested by one out of twenty of the shareholders represented in the meeting, it is compulsory to apply secret ballot.

If the usufruct rights and the right of disposition of a share belong to different persons, they may mutually agree to represent themselves as they deem fit. If they cannot reach an agreement, then the holder of the right of usufruct shall be entitled to attend and cast vote in meetings of the General Assembly.

**i) Meeting and Resolution Quorum:** The provisions of the Capital Market Law and the regulations of the Capital Markets Board, and the provisions of the Turkish Commercial Code shall respectively govern the meeting and resolution quorums in all meetings of the General Assembly.

**j) Internal Directive:** The Board of Directors shall prepare an internal directive containing the operational principles and procedures of the General Assembly and submit it to the General Assembly for approval, as per the relevant provisions of the Turkish Commercial Code and the relevant regulations and communiques issued in accordance with the said Code. The internal directive approved by the General Assembly shall be registered with

*the Turkish Trade Registry and announced in the Turkish Trade Registry Gazette.*

**j) Attendance to the General Assembly meetings via electronic means:** *The right holders entitled to participate in the meetings of the general assembly of the Company may also attend such meetings in an electronic environment as per Article 1527 of the Turkish Code of Commerce.*

*The Company may either establish the Electronic General Assembly System to allow the right holders to attend the General Assembly meetings, make suggestions and cast vote in electronic medium, pursuant to the legislation in force, or purchase services from systems established for these purposes. It shall be ensured that the right holders and their proxies can exercise their rights over the said system in all General Assembly meetings, in accordance with this provision of the Articles of Association."*

The foregoing is hereby submitted for our Esteemed

Shareholders' information.

Yours faithfully,

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

**BOARD OF DIRECTORS**

**INFORMATION ON TOTAL NUMBER OF SHARES AND VOTING RIGHTS CONSTITUTING THE COMPANY'S SHAREHOLDING STRUCTURE; THE PREFERENCE SHARES, AND THE NUMBER OF SHARES AND VOTING RIGHTS REPRESENTING EACH GROUP OF PREFERENCE SHARES**

**- THE COMPANY'S SHAREHOLDING STRUCTURE:**

<b>Shareholder's Trade Name / Name and Surname</b>	<b>Share Amount in the Capital (TL)</b>	<b>Share Percentage (%)</b>
DEMİRÖREN MEDYA YATIRIMLARI TİCARET ANONİM ŞİRKETİ	468,732,788.05	79.18
Publicly Traded Portion in Istanbul Stock Exchange, and Other	123,267,211.95	20.82
<b>TOTAL</b>	<b>592,000,000</b>	<b>100.00</b>

**- Total Number of Shares Constituting the Company's Shareholding Structure:**

592,000,000 pieces

**- Total Voting Rights Constituting the Company's Shareholding Structure:**

592,000,000 pieces

**- Preference Share:**

NONE.

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**ORDINARY GENERAL ASSEMBLY**  
**MEETING DATED 29 MARCH 2019**  
**AGENDA AND REMARKS CONCERNING THE AGENDA**

1. Opening, and appointment of the Meeting Council.

<b>Justification:</b>	A chairman and his/her council (Meeting Council) shall be elected, who shall chair the General Assembly in line with the provisions of the Turkish Commercial Code ("TCC"), and the Regulation on the Principles and Procedures of Joint-stock Companies' General Assembly Meetings and Representatives of the Ministry of Customs and Commerce Who Shall Attend These Meetings ("Regulation").
-----------------------	---

2. Authorization of the Meeting Council to sign the Meeting Minutes.

<b>Justification:</b>	The General Assembly shall authorize the Meeting Council to sign the Minutes of the General Assembly.
-----------------------	---

3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.

<b>Justification:</b>	In accordance with the provisions of TCC and the Regulation, the Board of Directors' Activity Report of the fiscal period from 1 January 2018 to 31 December 2018 shall be read, discussed and presented for approval in the General Assembly. (The relevant documents are available at the Company's Headquarters and Branches, the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").)
-----------------------	---

4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.

<b>Justification:</b>	The Opinion of the Independent Audit Firm concerning the fiscal period from 01.01.2018 to 31.12.2018 shall be read, discussed and presented for approval in the General Assembly in line with TCC, the regulations of the Capital Markets Board and the Regulation. (The relevant documents are available at the Company's Headquarters and Branches, on the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").)
-----------------------	---

5. Reading and discussing the Financial Statements pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting them for approval.

<b>Justification:</b>	In accordance with the provisions of TCC and the Regulation, the Financial Statements of the fiscal period from 01.01.2018 to 31.12.2018 shall be read, discussed and presented for approval in the General Assembly. (The relevant documents are available at the Company's Headquarters and Branches, on the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly
-----------------------	---

6. Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts pertaining to the fiscal period from 1 January 2018 to 31 December 2018.

<b>Justification:</b>	Release of the Board of Directors and the managers with respect to the activities, transactions and accounts of the year 2018 shall be presented to the General Assembly for approval in line with TCC and the Regulation.
-----------------------	--

7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.

<b>Justification:</b>	<p>With the Resolution No. 2019/08 dated 04.03.2019 adopted by our Board of Directors, it was decided to present the following points to the General Assembly for approval, by taking into consideration the provisions of the Turkish Commercial Code ("TCC"), Capital Market Legislation and the Regulations of the Capital Markets Board ("SPK"), Corporate Tax, Income Tax and the other applicable legislation, as well as the relevant provisions of our Company's Articles of Association and the publicly disclosed "Dividend Distribution Policy":</p> <p>That, according to the Consolidated Financial Statements of the fiscal period from 01.01.2018 to 31.12.2018 which have been prepared in conformity with the Turkish Accounting Standards ("TAS") and the Turkish Financial Reporting Standards ("TFRS") issued by the Public Oversight, Accounting and Auditing Standards Authority ("KGK") as per the "Communique on Principles of Financial Reporting in Capital Markets" ("II-14.1") of SPK, and of which principles of presentation have been determined pursuant to the Decisions of SPK in this regard, and which have undergone an independent audit; a "Net Period Income" of 269,368,228 Turkish Lira emerged, when the "Deferred Tax Income", "Period Tax Expense", "Post-Tax Period Loss of Discontinued Operations" and "Non-controlling Shares of Consolidated Equity of Participations" are taken into account all together; and that when "Previous Years' Losses" of 627,675,188 Turkish Lira, which was calculated as per the SPK Profit Share Guide announced in SPK's Weekly Bulletin No. 2014/2 dated 27.01.2014, is also taken into account, no dividend can be distributed in the fiscal period from 01.01.2018 to 31.12.2018 in accordance with SPK's regulations on dividend distribution; it has been decided to inform the shareholders in this respect and to present this issue to the General Assembly for approval;</p> <p>That, according to our financial records kept for the fiscal period from 01.01.2018 to 31.12.2018 pursuant to the Tax Legislation and the Uniform Chart of Accounts published by the Republic of Turkey Ministry of Finance, a "Period Income" of 334,386,577.59 Turkish Lira emerged, and that, after allocation, from the said amount, of "Period Tax Expense" at the amount of 20,220,555.96 Turkish Lira, the "Net Period Income" was calculated as 314,166,021.63 Turkish Lira, and that, in consideration of the foregoing, it shall be presented to the General Assembly for approval that a "General Legal Reserve" of 15,708,301.08 Turkish Lira should be allocated as per Article 519(1) of TCC, that a total amount of 240,594,062.06 Turkish Lira, which consists of 240,438,817.06 Turkish Lira exempted under Article 5(1e) of the Corporate Tax Law as a result of sales of various shares (Doruk Faktoring A.Ş., Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.) plus 155,245 Turkish Lira exempted under the R&amp;D Incentive as per Act 5746, should not be distributed as dividends, but should be transferred to a "special fund account" in the liabilities column with the remaining "Period Net Income" of 57,863,658.48 Turkish Lira being transferred to the "Extraordinary Reserves" account, and that, as per Article 5(1e) of the Corporate Tax Law No. 5520, the amount of 128,021,765.84 Turkish Lira kept in a special fund account in the liabilities column until the end of the fifth year following the year when the relevant immovable properties were sold should be transferred to the account of "Extraordinary Reserves"</p>
-----------------------	---

8. Presenting to the approval of the General Assembly, the election of Mehmet Koray Yanç, who was elected as per our Company's Board of Directors Resolution no. 2018/34 and dated 16.07.2018 to hold office until the first General Assembly Meeting, as Board Member for the same office term as those of the current Board Members.

<b>Justification:</b>	It was decided to appoint Mehmet Koray Yanç as a Board Member to serve for an office term until the first meeting of the General Assembly to be held, with the Board Resolution No. 2018/34 dated 16.07.2018. As per Article 363 of TCC, the appointment of Mehmet Koray Yanç for the same office term as those of the current Board Members is presented to the General Assembly for approval. (Annex-2 CV of Mehmet Koray Yanç)
-----------------------	--

9. Informing the shareholders about the fact that, as per the "Remuneration Policy", no payment is made to Board Members and senior executives, without voting and resolving on the same in the General Assembly.

<b>Justification:</b>	As per the Corporate Management Communique (II-17.1) of the Capital Markets Board, information is provided to the General Assembly concerning the "Remuneration Policy" determined for the Board members and senior executives.
-----------------------	---

10. Determination of the remuneration to be paid to the Board Members during their terms of office.

<b>Justification:</b>	<p>Remunerations to be paid to the Board members shall be determined in accordance with the provisions of TCC and the Regulation.</p> <p>According to Article 17 of our Articles of Association,</p> <p><i>"Resolutions concerning payment of attendance fee, remuneration, and share in the annual profit, bonuses and premiums, are adopted by the General Assembly. Financial rights of Board members may vary depending on the duties, powers and responsibilities they have assumed in the Board.</i></p> <p><i>Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall govern the determination of the financial rights to be provided to the independent members of the Board of Directors.</i></p> <p><i>The Board of Directors shall determine whether any remuneration will be paid to committee chairpersons and members due to the duties they assume in committees, and, if such remuneration is to be paid, the Board shall also determine its amount and conditions.</i></p> <p><i>The "remuneration policy" created with regard to the financial rights to be provided to Board members and senior executives and disclosed to the public on the Company's corporate website shall be presented for the information of the shareholders at the general assembly as a separate agenda item."</i></p>
-----------------------	--



11. Discussing and presenting for approval the Board of Directors' suggestion concerning the selection of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.

<b>Justification:</b>	<p>Pursuant to TCC and the legislation related with the Capital Market Law, the election by the Board of Directors of the Independent Audit Firm shall be presented to the General Assembly for approval.</p> <p>As per the Board Resolution No. 2019/09 dated 04.03.2019 of our Board of Directors and the assent of our Committee Responsible for Audit, and in accordance with the Turkish Commercial Code, Capital Market Law and the Decree Law No. 660 as well as the related secondary legislation in force in this respect, it was decided to appoint <b>Vizyon Grup Bağımsız Denetim A.Ş.</b> as the independent audit firm for independent audit of our Company's financial reports of the fiscal period 2019 and for fulfillment of other relevant activities, and to present this appointment to the General Assembly for approval.</p>
-----------------------	---

12. Discussing and presenting for approval the setting of an upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.

<b>Justification:</b>	<p>According to Article 3(6) of our Articles of Association;</p> <p><i>"Provided that its objective and scope of operation are not interrupted, the Company may provide aids and donations to general budget institutions, annexed budget administrations, Special Provincial Administrations, Municipalities and Villages, Foundations, associations, institutions and organizations engaged in scientific research and development, universities, educational institutions and such persons or organizations, in accordance with the principles established by the Capital Markets Board and Article 20 of the Articles of Association."</i></p> <p>According to Article 20 of our Articles of Association;</p> <p><i>"The General Assembly uses the powers granted and duties assigned to it by the Turkish Commercial Code, Capital Market Law and other applicable legislation. In accordance with the principles set forth in Article 3 of the Articles of Association, the upper limit of aids and donations to be granted by the Company within a fiscal period shall be determined by the General Assembly. No donations exceeding the determined limit can be provided, and any donations provided shall be added to the distributable dividend base. Donations provided by the Company must conform to the regulations of the Capital Market Law concerning concealed gain transfer, the Turkish Commercial Code and other applicable legislation, and necessary explanations must be made as regards special circumstances, and the shareholders must be informed in the general assembly of donations made throughout the year."</i></p>
-----------------------	---

13. Discussing and presenting for approval the authorization of the Board of Directors with respect to issuance of capital market instruments representing indebtedness (including warrants) as permitted by the Capital Markets Board and limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such issuance, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.

<b>Justification:</b>	<p>In order to act promptly when needed, and manage our capital structure effectively and efficiently, alternative financing methods may always needed to be used.</p> <p>In this regard, although it is not in question under the current circumstances, it shall be presented to the General Assembly for approval to authorize the Board of Directors to issue capital market debt instruments representing indebtedness in 2018, with the permission of SPK and up to the amount permitted by TCC, SPK and other relevant legislation, and to determine the conditions of such issuance.</p> <p>If the agenda item is accepted by the General Assembly, our Company's capability to act promptly in obtaining financing shall increase.</p> <p>As per Article 12 of the Articles of Association,</p> <p><i>The company may issue any type of bonds, commercial bills, redeemed shares, profit and loss sharing certificate, as well as other capital market instruments and negotiable papers that may be accepted by the Capital Markets Board, in accordance with the provisions of the Turkish Code of Commerce, Capital Market Law, regulations of the Capital Markets Board and any other applicable legislation in force, in order to be sold to any real persons and legal entities in Turkey and/or abroad.</i></p> <p><i>Capital market instruments and negotiable papers under this article shall be issued upon a resolution by the Board of Directors, if permitted by the Turkish Commercial Code and the Capital Market Law; and, in case of those the issuance of which is contingent on a General Assembly Resolution, the General Assembly may authorize the Board of Directors to determine the time and conditions of such issuance."</i></p>
-----------------------	--

14. Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.

<b>Justification:</b>	<p>According to Article 23 of our Articles of Association;</p> <p>"The Board of Directors may distribute advance on dividends provided that it has been authorized by the General Assembly and that Article 20 of the Capital market Law and the relevant regulations of the Capital Markets Board are complied with."</p>
-----------------------	--

15. Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.

<b>Justification:</b>	<p>It is presented to the General Assembly for approval to authorize the Board members to perform the actions indicated in Article 395 of TCC titled "Prohibition of Making Transactions with the Company and Borrowing from the Company", and Article 396 of the TCC titled "Prohibition of Competition".</p>
-----------------------	--

16. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.

<b>Justification:</b>	<p>According to the Corporate Management Communique of the Capital Markets Board (II-17.1), it is necessary to inform the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with the company and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of the company, or their participation, as a shareholder with unlimited liability, in another company dealing with the same line of business.</p> <p>Accordingly;</p> <p><i>There are no transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with the company and/or no commercial transaction of a kind that falls within the scope of business of the company, performed by the same on their own or someone else's account, or no participation by the same, as a shareholder with unlimited liability, in another company dealing with the same line of business".</i></p>
-----------------------	---

17. Without submitting it to voting and resolving on it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from 1 January 2018 to 31 December 2018, within the framework of the Capital Market Legislation and related regulations.

<b>Justification:</b>	<p>Pursuant to the Corporate Management Communique of SPK No. II-17.1, our Company informs the General Assembly of the donations it has made throughout the year. This article is included in the agenda as required by SPK Communique, and intended for information purposes only. Therefore, this article will not be subjected to acceptance or rejection by the General Assembly.</p> <p>Our company donated 279,953 Turkish Lira in 2018. The relevant amount is less than the amount that has been set by the General Assembly.</p>
-----------------------	---

18. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favour of third persons.

<b>Justification:</b>	<p>According to the provisions of the Corporate Management Communique (II-17.1),</p> <p>As disclosed to the public by Hürriyet Gazetecilik ve Matbaacılık A.Ş. ("Company") through the Public Disclosure Platform on 28.11.2018;</p> <p>In line with the Board of Directors Resolution, a collateral has been granted by our Company in favor of Demirören Medya, which is the controlling shareholder of the Company, as security for the principal amount of 15,850,000 US Dollars and 118,848,917.36 Turkish Liras (and the interest, commission, charges, taxes and other accessories to accrue on such principal amount) which constitute the portion, which was drawn in favour of our Company for the purpose of transferring funds to our Company, out of the operating capital loans advanced or to be advanced to Demirören Medya by T.C. Ziraat Bankası A.Ş. İstanbul Corporate Branch ("Bank") to Demirören Medya under all general credit agreements executed or to be executed by and between Demirören Medya and the Bank, including the general credit agreement and its annexes, dated April 6, 2018, as well as the general credit agreement and its annexes, dated September 28, 2018, executed by and between Demirören Medya and the Bank; and hence the General Assembly shall be informed of this matter.</p>
-----------------------	--

## ANNEXES

- 1- Sample Power of Attorney
- 2- CV of Mehmet Koray Yanç

## ANNEX-1: POWER

### OF ATTORNEY

#### HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I hereby assign as my proxy the following ....., whose details are given below, to be authorized to represent me, cast vote, make proposals and sign necessary documents in line with my opinions that I state below, in the Ordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. concerning the fiscal period of 2018 to be held at 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul at 11:00 AM on 29 March 2019.

Proxy's (\*):

Name and Surname / Trade Name:

Turkish ID No. / Tax ID No. / Trade Registry Office and Number / MERSIS (Central Registration System) Number:

(\* ) For foreign national proxies, it is obligatory to submit the equivalent information, if available.

#### A) SCOPE OF REPRESENTATION AUTHORITY

For Sections 1 and 2 below, the scope of the power of representation should be indicated by choosing one of the options (a), (b) or (c).

##### 1. Concerning the Items on the General Assembly's Agenda;

- The proxy is authorized to cast vote based on his/her own view.
- The proxy is authorized to cast vote based on the suggestions of the company's management.
- The proxy is authorized to cast vote in line with the instructions given in the following table.

##### Instructions:

If the shareholder chooses option (c), the instructions specifically for each item on the agenda shall be given by marking one of the options (accept or reject) indicated in front of the relevant item on the general assembly agenda, and, if the reject option is selected, by indicating the dissenting opinion requested to be written on the general assembly minutes.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, and appointment of the Meeting Council.			
2. Authorization of the Meeting Council to sign the Meeting Minutes.			
3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.			

<p>4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.</p>			
<p>5. Reading and discussing the Financial Statements pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting them for approval.</p>			
<p>6. Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts pertaining to the fiscal period from 1 January 2018 to 31 December 2018.</p>			
<p>7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.</p>			
<p>8. Presenting to the approval of the General Assembly, the election of Mehmet Koray Yanç, who was elected as per our Company's Board of Directors Resolution no. 2018/34 and dated 16.07.2018 to hold office until the first General Assembly Meeting, as Board Member for the same office term as those of the current Board Members.</p>			
<p>9. Informing the shareholders about the fact that, as per the "Remuneration Policy", no payment is made to Board Members and senior executives, without voting and resolving on the same in the General Assembly.</p>			
<p>10. Determination of the remuneration to be paid to the Board Members during their terms of office.</p>			

<p>11. Discussing and presenting for approval the Board of Directors' suggestion concerning the selection of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.</p>			
--	--	--	--

--	--	--	--

<p>12. Discussing and presenting for approval the setting of an upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.</p>			
---	--	--	--

<p>13. Discussing and presenting for approval the authorization of the Board of Directors with respect to issuance of capital market instruments representing indebtedness (including warrants) as permitted by the Capital Markets Board and limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such issuance, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.</p>			
--	--	--	--

<p><b>14.</b> Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.</p>			
<p><b>15.</b> Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.</p>			
<p><b>16.</b> Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.</p>			



17. Without submitting it to voting and resolving on it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from 1 January 2018 to 31 December 2018, within the framework of the Capital Market			
18. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and suretyships provided in favour of third persons.			

**Items intended for information purposes are not voted on.**

**If the minority has a separate resolution draft, then this is separately indicated as well in order to ensure casting of vote by proxy.**

**2. Special instructions on other issues that may arise during the General Assembly meeting and especially on how to use the minority rights.**

- a) The proxy is authorized to cast vote based on his/her own view.
- b) The proxy is not authorized for representation in these matters.
- c) The proxy is authorized to cast vote in line with the following special instructions.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, that will be given by the shareholder to the proxy shall be indicated here.

**B) The shareholder chooses one of the following alternatives to specify the shares that it wants the proxy to represent.**

**1. I approve the representation by the proxy of my shares detailed below.**

- a) Order and series no.:\*
- b) Number/Group:\*\*
- c) Quantity - Nominal value:
- ç) Whether or not the shares bear any privilege on voting rights:
- d) Whether they are Bearer Shares or Registered Shares:\*
- e) Their proportion to the total shares/voting rights held by the shareholder:

\*These details are not required for shares that are in dematerialized form.

\*\*For shares in dematerialized form, group details shall be included, if available, instead of number details.

**2. I approve representation by proxy of all my shares specified in the list of shareholders eligible to attend the general assembly, which is issued by MKK (Central Securities Depository of Turkey) one day in advance of the general assembly date.**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)**

Turkish ID No. / Tax ID No. / Trade Registry Office and Number / MERSIS (Central Registration System) Number:

Address:

(\*) For foreign national shareholders, it is obligatory to submit equivalent information, if available.

**SIGNATURE**

## **ANNEX-2**

### **MEHMET KORAY YANÇ**

Born in Istanbul on 06.05.1948, Mehmet Koray Yanç completed his elementary, secondary and high school education in Kadıköy, after which he graduated in 1971 from Istanbul Academy of Economics and Business Sciences with "Merit". Afterwards, he obtained a master's degree in business management. Subsequently, he participated in certain professional seminars and courses, and served his military duty in the province Kars as an officer cadet in 1973.

He was employed in Milangaz A.Ş. first as a Chief Accountant in 1975, and then served as the Accounting Director in 1975, and the General Manager of Milangaz A.Ş. in 1979. He worked at Demirören Holding (comprising 54 industrial and commercial companies) first as the Chairman of the Coordination Board in 1982, and then as the Chairman of the Executive Committee of Demirören Holding in 1983.

He served as the General Coordinator of the Gas Group (Milangaz, Mutfakgaz, Likigaz, Güneşgaz, Milgaz) in 1985, after which he was appointed as the Coordinator of Financial Affairs of Demirören Holding in 1991. He is still a Board Member of many companies affiliated with the Demirören Holding.