

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**GENERAL ASSEMBLY INFORMATIVE DOCUMENT**

**1. The election of the Presidency Council**

According to the conditions of the Turkish Commercial Law and the Ministry of Trade Regulation, the president and the council to direct the General Assembly will be elected.

**2. Giving authority to the Presidency Council to sign the minutes of the meeting**

According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, for the arranging the reports of the decisions taken in the general assembly the authorisation will be given to the Presidency Council.

**3. To read, to discuss and to approve the Board of Directors Activity Report, the Company Auditing Board and Independent Auditing Reports and the Financial Tables and the footnotes for the accounting period of the year 2006**

The Board of Directors Activity Report, the Auditing Board and Independent Auditing Reports for the accounting period 1st January 2006 – 31st December 2006 will be read in the general assembly. The reports will be open to discuss and will be voted separately.

The Board of Directors 2006 Activity Report, the Auditing Board and Independent Auditing Reports can be obtained from the Company centre and through the Company web site ([www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com)).

**4. To acquit the members of the Board of Directors and the Auditing Board from the activities, transactions and accounts for the year 2006**

The acquit of the members of the Board of Directors and the Auditing Board from the activities, transactions and accounts for the year 2006, according to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation will be presented to the approval of the general assembly.

**5. To discuss and to make a decision for the offer of the board of directors for the profit distribution of the 2006 accounting period**

With the decision taken on the 17th April 2007 by the company board of directors, related to the profit distribution of the year 2006; in taking into consideration the additional financial burden arising from the purchase of the participation and the arrangements of the SPK (Capital Markets Board) related to the profit distribution, it has been decided to present the decision of not to distribute the net period profit obtained from the 2006 activities and after the separation of the primary reserve to add the remaining to the extraordinary spares to the approval of the general assembly.

**6. The election of the members of the Board of Directors for the 2007 accounting period**

According to the conditions of the Turkish Commercial Law and the Ministry of Trade Regulation, the general assembly will determine the number of the member of the board of the directors and the suggested candidates will be presented to the approval of the General Assembly. The C.V. of the Board of Directors candidates will be presented to the partners attending the General Assembly.  
**The conditions related to the election of the Board of Directors**

According to the 13th article of the Articles of Association, it is essential the board of directors having 6 to 9 members. Minimum 1/3 of the members must be from the independent members according to the SPK Institutional Management Principles. Also the regarding to the elected members, the minimum specifications have been stated in the Company Articles of Association. According to this: "It is essential to choose the members of the board of directors having the main information related to the legal principles arranging the transactions and processes of the company's activities; they must have company management qualification and be expert and have ability to analyse the financial tables and the reports; preferentially they are graduated from university." The members of the board of directors are elected to work for maximum three years period. The member expiring its period can be re-elected. If it is found necessary, the General Assembly can change the members of the Board of Directors at any time.

**7. The election of the members of the Auditing Board for the 2007 accounting period**  
According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, the auditors to fulfil the internal auditing activities of the companies will be determined and will be presented to the approval of the participants.

According to the 23rd article of the articles of Association, the General Assembly elects minimum two auditors among share holders or from exterior. The auditors are elected to work for maximum three years period. If their working period is not stated in the election decision of the General Assembly, it is accepted that the election has been made for a year. The auditor expiring its period can be re-elected.

**8. To take the decision related to the wages to be paid to the members of the Board of Directors and the Auditing Board for the accounting period 2007**

According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, the wages to be paid to the members of the Board of Directors and the Auditing Board will be determined and will be presented to the approval of the participants. In the determination of the wages to be paid to the president, vice president and members of the Board of Directors by the General Assembly, the period they spend before and after the meeting for preparation and for their tasks and the wages given to the committee members along with the president of the Execution Committee are taken into consideration. Also whether attendance share to the participants for every meeting will be paid or not and if it will be paid the amount will be determined by the General Assembly. Whether a wage to the committee president and its members not being a member of the Board of Directors will be paid or not and if it will be paid the decision to arrange a committee related to the amount and the conditions will be determined by the Board of Directors. (Art.22 of Articles of Association).

A wage monthly or annually determined by the General Assembly will be paid to the Auditors. (Art.25 of Articles of Association )

**9. Within the frame of the Capital Markets Regulation and the arrangements of the Capital Markets Board, to take the decision for the approval of the Independent Auditing Institution elected by the Board of Directors**

According to the 24th article of the announcement Serial: X No: 16 of the Capital Markets Board, the election of the Independent Auditing Institution determined by the Board of Directors will be presented to the approval of the General Assembly.

With the decision dated 17th April 2007 by the Company Board of Directors; within the frame of the related conditions of the Capital Markets Regulation and with the opinion of our Auditing Committee, it has been decided to elect Bařaran Nas Serbest Muhasebeci Mali Mũřavirlik A.ř. (Pricewaterhouse Coopers) as the independent auditing institution our company will work for the 2007 accounting period and to present this point to the approval of the shareholders in the ordinary general assembly made related to the 2006 accounting period.

**10. To give authorisation to the members of the Board of Directors to modify the 14th article of the Articles of Association and to realise the activities stated in the 334th and 335th articles of the Turkish Trade Law**

The authorisation and permission of the members of the board of directors to realise transactions and to compete with the company stated in the 334th and 335th articles of the Turkish Trade Law will be presented to the approval. According to the 334th and 335th articles of the Turkish Trade Law, the members of the Board of Directors to compete with the company and to make trade transactions can only be possible with the permission of the General Assembly. The condition of the members of the Board of Directors to realise these types of actions will be presented to the approval of the General Assembly.

**11. To decide to give authorisation the Board of Directors for the exportation of capital market tool stating the amount of liability explained in the 12th article of the Articles of Association, with the permission of the Capital Markets Board, to the extent permitted by the Turkish Trade Law, Capital Markets Law and additional regulation and for the determination of the exportation conditions**

The 12th article of the Articles of Association:" The company can export according to the Turkish Trade Law, Capital Markets Board, Capital Markets Board announcements and to the current other regulations, every type of bond, financial bond, participation deed, profit loss partnership document and the other capital values, capital markets tools and documents accepted by the Capital Markets Board to be sold to real persons and legal entities within and/or abroad the country. The capital markets tool and other capital values and documents within the content of this article if convenient to the conditions of the Turkish Trade Law and the Capital Markets Board, they can be exported with the decision of the Board of the Directors; in cases where the exportation depends to the decision of the General Assembly, the determination of the time and conditions related to the decision of the General Assembly can be left to the Board of Directors."

**12. To decide to give authorisation the Board of Directors for the distribution of the profit advance within the frame of the 38th article of the Articles of Association, in convenience to the 15th article of the Capital Markets Law and arrangements related to the subject of the Capital Markets Board**

In the 38th article of the Articles of Association the following condition has been stated: "The Board of Directors can distribute profit advance with the authorisation of the General Assembly and in convenience to the 15th article of the Capital Markets Law and arrangements related to the subject of

the Capital Markets Board. The distribution of profit share advance authorisation given to the Board of Directors by the General Assembly is limited with the year this authorisation given. Unless the profit share advance of the previous year is totally taken into account (counted), it cannot be decided to give an additional profit share advance and/or to distribute profit share."

### **13. The presentation of the company profit distribution policy to the general assembly**

With the principle decision of the Capital Markets Board dated 27th January 2006 and according to the Institutional Management Principles, it is essential for the companies to announce to the public their profit distribution policies. Information related to the profit distribution policy will be presented to the partners in the General Assembly.

### **14. To present to the information of the company partners the purchase of the Trader Media East Ltd from the London Exchange through volunteer calling method**

Through our partner Hürriyet Invest BV addressed in the Netherlands, the calling period related to the Trader Media East Limited (TME) Company having transactions in the London Exchange having its shares GDR (Global Depository Receipt) has ended at the 30th March 2007. At the end of the calling period, it has been officially announced to us that our offer has been accepted of which to TME shareholders having 67,30% of the TME capital with 33.649.091 shares, through using "voluntary calling" method, all the complete 50.000.000 shares with 16 US cent nominal value expressing the capital of Trader Media East Limited (TME) will be bought by offering to each TME shareholder 10,00 USD for each share. Within this content the registration of the Hürriyet Invest BV to the TME share book has been completed.

In return to the purchased shares and paid as "capital advance" to Hürriyet Invest BV 336.490.910 USD has been transferred to the related bank account to be paid to the TME share holders on the 30th March 2007. The mentioned amount paid as capital advance will be added to the paid capital of 18.000 Euro of the Hürriyet Invest BV. It is possible to reach all types of legal documents related to every type of information and calling process can be found through internet <http://www.hurriyetkurumsal.com>.

### **15. To present to the company partners the related aids and charities made to the associations, foundations, and public institutions for social aid purposes in the 2006 account period**

According to the condition of the Capital Markets board dated 5th June 2003 with the number 29/666, the charities made within the year are presented to the information of the general assembly. This article is not presented to be voted but it is on the agenda just to inform the General Assembly. The amount of the charities the company has made to various associations, foundations for the public aid in 2006 is 3.000.560 YTL.

### **16. The requests**