

**FROM THE PRESIDENCY OF THE BOARD OF DIRECTORS
OF HURRIYET GAZETECILIK VE MATBAACILIK A.S.**

Our Board of Directors called an annual ordinary session of General Meeting in the company headquarters at the address Hurriyet Medya Towers, Gunesli/Istanbul on Wednesday, May 26, 2010 at 11:00 a.m. in order to discuss and decide on the following agenda.

Our partners who would like to participate in General Meeting and who have dematerialized their shares before the Central Registry Agency (CRA) will follow their general meeting blockage procedure that is determined by the CRA and it is mandatory that they have to enter their names at the “General Meeting Blockage List” until Monday on May 24, 5:00 p.m. the latest. To our partners who have entered their names in the “General Meeting Blockage List”, the “general meeting blockage letter” will be given by the CRA and those who fail to present this letter to the officers before the General Meeting, shall not be entitled to take word and vote in the meeting.

As it was determined in the General Letter of CRA number 294, in accordance with the provision of the Provisional Clause 6 of the Capital Market Law, it will be possible only for our partners, who have dematerialized their shares and who have presented the “general meeting blockage letter” before the General Meeting, to participate in the General Meeting and to execute their partnership rights.

If our partners cannot participate in the meeting in person, they shall arrange their proxies in conformity with the following example, and they shall fulfill the other matters foreseen in the Communiqué of the Capital Markets Board with the Series:IV No:8, and submit them with their signatures certified by a notary public.

The Board of Directors' Activity Report, Financial Statements and Footnotes (Financial Report) of the fiscal term 01.01.2009-31.12.2009, the Opinion of the Independent External Audit Establishment, the Company's Auditor's Report, Concise Report of Continuity and Prevalence Transactions, as well as the Proposal About Profit Distribution, shall be kept available to be examined by our partners at the Company's head offices from the date of May 4, 2010. Along with the abovementioned documents, the 'General Meeting Information Document', 'Procedure of Participation in the General Meeting' and the proxy form shall be available in our Company's website www.hurriyetkurumsal.com as from the same date.

For information of our Esteemed Partners.

Best regards,

Hurriyet Gazetecilik ve Matbaacilik A.S.
Presidency of Board of Directors

AGENDA:

1. Selection of Presidential Board.
2. Authorisation of the Presidential Board to sign the minutes of the meeting.
3. Reading, discussing and approval of the Activity Report of the Board of Directors for the fiscal term 01.01.2009–31.12.2009, the Company's Auditor's Report, Opinion of the Independent External Audit Establishment, Financial Report, balance sheet and Income Statement.
4. Release of Members of the Board of Directors and the Company's Auditors due to their activities, transactions and accounts of the fiscal term 01.01.2009-31.12.2009.
5. Presentation to the approval of the General Meeting the circumstances of the amendment of the articles 9, 10, 13, 20, 21, 26, 29 and the Provisional Clause 1 of the Company's Articles of Incorporation in accordance with the Text of Amendment of the Articles of Incorporation, in the framework of the permissions granted by the Capital Markets Board and the Ministry of Industry and Trade General Directorate for Domestic Trade.
6. Discussion and decision on the proposal of distribution of the profit for the fiscal term 01.01.2009-31.12.2009.
7. Selection of members of the Board of Directors who will perform duty until the ordinary general meeting where the activities and accounts of the fiscal term 01.01.2010-31.12.2010 shall be discussed.
8. Selection of members of the Company's Auditors to perform their duty until the ordinary general meeting where the activities and accounts of the fiscal term 01.01.2010-31.12.2010 shall be discussed.
9. Discussion and decision making about remunerations payable to the members of the Board of Directors and the Company's Auditors for the fiscal term 2010.
10. In the framework of article 38 of the Company's Articles of Incorporation, the discussion and decision making on the authorization of the Board of Directors

regarding the distribution of dividend advances, provided that these are limited to the year 2010, in accordance with the Capital Markets Legislation.

- 11.** In the framework of arrangements of Capital Markets Legislation and the Capital Markets Board, the discussion and decision making about approval of the Independent Audit Establishment selected by the Board of Directors and the Independent Audit Contract.
- 12.** In the framework of the 30th article of the Articles of Incorporation of the Company, discussion and decision making on the authorisation of the Board of Directors with respect to the points of the change of shares, capability of acquiring and/or selling assets at the value that exceeds 10% of Company's total assets at a time, their leasability, hiring out; extending aid and charitable contribution in any amount exceeding 1% of the Company Assets, giving collaterals (mortgage, guaranty, pledge, security, etc.) in favour of third persns up to 50% of the total assets in the last balance sheet made public, until the ordinary general meeting where the activities and accounts of the fiscal term 01.01.2010-31.12.2010 shall be discussed.
- 13.** In the framework of the 12th article of the Articles of Incorporation of the Company, discussion and decision making on the authorization of the Board of Directors regarding the issuing of Capital Market Instruments (including warrant), which denote indebtedness until any amount permitted by the Turkish Commercial Code, the Capital Markets Law, the Capital Market Legislation, and other relevant regulations with the permission of Capital Markets Board, as well as the establishment of issuing times and conditions, until the ordinary general meeting where the activities and accounts of the fiscal term 01.01.2010-31.12.2010 shall be discussed.
- 14.** Authorization of the Members of the Board of Directors in order to perform the tasks stated in the 334th and 335th articles of the Turkish Commercial Code and 14th article of the Company's Articles of Incorporation.
- 15.** Without being presented to the approval of and decided at the General Meeting; in the framework of the Capital Markets legislaton and the relevant arrangements; information and explanations to be made to the Partners regarding the charitable

contributions made by the Company to foundations, associations, public bodies and establishments for social aid purposes during the fiscal term 01.01.2009-31.12.2009 as well as the provision made for any actions of non-pecuniary damages filed against the Company due to publications, any compensation amounts paid; that benefits have not been obtained by granting any mortgage, pledges and similar guarantees in favour of the company's partners or third persons, procedures in the framework of the 2nd paragraph of 5th article of Communiqué with number 41 Serial:IV of Capital Markets Board, as well as on the profit distribution policy of the Company related to the year 2010 and the subsequent years, and also in the other matters stated by the Capital Markets Board.

FORM OF PROXY

PROXY

TO PRESIDENCY OF THE BOARD OF DIRECTORS OF HURRIYET GAZETECILIK VE MATBAACILIK A.S.

I hereby appoint to represent me in accordance with the opinions I have stated, to vote, to make proposals and sign the necessary documents in the Ordinary General Meeting of the fiscal term Jan. 01, 2009-Dec.31, 2009 to be held at the address Evren Mahallesi, Gulbahar Caddesi, Hurriyet Medya Towers, Gunesli/Istanbul on May 26, 2010 at 11:00 a.m., for Hurriyet Gazetecilik ve Matbaacilik A.S., a shareholder of whom I am.

A) SCOPE OF AUTHORITY TO REPRESENT

- a) Proxy is authorised to vote according to his/her opinion for all agenda items.
- b) Proxy is authorised to vote for agenda items according to the following instructions.
Instructions: (insert special instructions)
- c) Proxy is authorized to vote according to the suggestions of the corporate management.
- d) For the other subjects to come up in the meeting, Proxy is authorised to vote according to the following instructions. (If instruction is not available Proxy votes freely.)
Instructions: (insert special instructions)

B) SHARE CERTIFICATE HELD BY PARTNER

- a) Arrangement and its serie
- b) Number
- c) Number -Nominal value
- d) Whether with or without privilege in voting
- e) Bearer stock – Registered stock

NAME, SURNAME AND TITLE OF PARTNER

SIGNATURE

ADRESS

Note: Select one of the options (a), (b) or (c) in Section (A). Explanations are made for items (b) and (d).

Hürriyet Gazetecilik ve Matbaacılık A.S.
Amendment Text of Articles of Incorporation

Former Form	New Form						
<p>REGISTERED AND ISSUED CAPITAL Article 9 The company has accepted the registered capital system according to the provisions of the law numbered 2499 and it has changed to this system with the permission of the Capital Markets Board dated 16th April 1992 and numbered 196. The registered capital of the company is 800.000.000 –YTL and it has been distributed to 800.000.000 shares each having 1-YTL nominal value. The issued capital of the company is completely paid as 416.742.560 –YTL (416.742.560.000.000 –TL) and it has been distributed into 416.742.560 registered shares each having nominal value of 1,-YTL. 1.624.541 –YTL (1.624.541.142.352 –TL) of the issued capital has been completely paid as cash and the remaining 415.118.019 –YTL (415.118.018.857.648 –TL) has been covered from the internal resources and has been added to the capital and the issued shares have been distributed to the shareholders. The distribution of the shares representing the issued capital has been shown below.</p> <table border="1" style="width:100%"><thead><tr><th>Order</th><th>Registered share or bearer share</th><th>Total YTL</th></tr></thead><tbody><tr><td>18</td><td>Registered share</td><td>416.742.560</td></tr></tbody></table> <p>If required, convenient to the provisions of the Capital Markets Board, the Board of Directors is authorised to increase the issued capital by issuing registered shares up to the upper level of the registered capital, to issue the shares over their nominal value and to take decisions to partially or completely limit the rights of the shareholders to purchase new shares. Unless all the issued shares have been completely sold and their amounts collected, new shares</p>	Order	Registered share or bearer share	Total YTL	18	Registered share	416.742.560	<p>REGISTERED AND ISSUED CAPITAL Article 9 The company has accepted the registered capital system according to the provisions of the law numbered 2499 and it has changed to this system with the permission of the Capital Markets Board dated 16th April 1992 and numbered 196. The registered capital of the company is 800.000.000 –YTL and it has been distributed to 800.000.000 shares each having a nominal value of 1,-TL. The issued capital of the company is 552.000.000,-TL being fully paid up and it has been distributed into 552.000.000 shares each having a nominal value of 1,-TL. 93.624.541,-TL of the issued capital has been completely paid as cash and the remaining 458.375.459,-TL has been covered from the internal resources and has been added to the capital and the issued shares have been distributed to the shareholders. The authorized capital permission granted by the Capital Markets Board is valid for a period of 5 years, including the year in which the permission is granted. Even though the authorized capital upper limit permitted has not been reached at the end of the 5 years period, in order to be able to pass the resolution for the capital increase, the Board of Directors has to obtain the authorization for a new period from the General Meeting by receiving the permission from the Capital Markets Board for the upper limit permitted before or any upper limit amount. In case the said authorization is not obtained, the Company</p>
Order	Registered share or bearer share	Total YTL					
18	Registered share	416.742.560					

<p>cannot be issued.</p> <p>While the nominal value of the shares has been 1.000 –TL, it has been amended as 1,-YTL in the framework of the law related to the amendment in the Turkish Commercial Code numbered 5274. Due to this amendment, the total amount of the shares has been decreased and for each 1000 units of shares each having 1.000 –TL nominal value, 1 share having nominal value of 1, –YTL will be given.</p> <p>Related to the mentioned change, all the rights of the shareholders deriving from their shares are reserved. The shares representing the capital are followed within the principles of dematerialization.</p>	<p>shall be deemed to have left the authorized capital system.</p> <p>If required, convenient to the provisions of the Capital Markets Board and the arrangements of the Capital Markets Board, the Board of Directors is authorised to decide for the increase of the authorized capital upper limit, to increase the issued capital by issuing registered shares up to the upper level of the registered capital.</p> <p>Shares shall be issued in the framework of the decision of the Board of Directors as well as the arrangements of the Turkish Commercial Code, the Capital Markets Board and the other provisions of the Capital Markets Regulation.</p> <p>The Board of Directors is authorised to issue shares over their nominal value and to take decisions to partially or completely limit the rights of the shareholders to purchase new shares.</p> <p>Unless all the issued shares have been completely sold and their amounts collected, new shares cannot be issued.</p> <p>The shares representing the capital are followed within the principles of dematerialization.</p>
<p>THE TRANSFER OF THE SHARES <u>Article 10</u></p> <p>The company shares are transferred freely by their holders within the principles of the Turkish Commercial Code.</p>	<p>TRANSFER OF THE SHARES <u>Article 10</u></p> <p>The company shares are transferred freely by their holders within the principles of the Turkish Commercial Code. For the transfer of the shares, the arrangements of the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board, and the other arrangements related to the Capital Markets regulation, the Central Book-Entry System rules and other arrangements related to the dematerialization of the shares are</p>

	<p>complied with.</p>
<p>THE MANAGEMENT AND THE REPRESENTATION OF THE COMPANY THE BOARD OF DIRECTORS <u>Article 13</u></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. It is obligatory that at least 1/3 of the members are independent members carrying the qualifications determined by the Capital Markets Board Corporate Governance Principles. A person who has worked as a member of the board of directors of the company for a total of 7 years cannot be appointed as an independent member of the Board of Directors.</p> <p>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.</p> <p>In order to duly fulfil its powers and liabilities, the board of directors elects a President and a Vice President among its members; also if it is required it can arrange a job distribution by determining the managing directors supposed to assume a part of its powers, certain parts of the company affairs, the observation of the implementation of decisions adopted by it. More than half of the members of the board of directors cannot undertake job in the execution; this principle is especially taken into consideration in the job description of the members.</p> <p>The president of the board of directors is responsible to ensure the orderly announcement and meetings of the board along with to register the decisions taken; this responsibility is fulfilled through the secretariat of the board of directors.</p>	<p>THE MANAGEMENT AND THE REPRESENTATION OF THE COMPANY THE BOARD OF DIRECTORS <u>Article 13</u></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. It is obligatory that at least 1/3 of the members are independent members carrying the qualifications determined by the Capital Markets Board Corporate Governance Principles. A person who has worked as a member of the board of directors of the company for a total of 7 years cannot be appointed as an independent member of the Board of Directors.</p> <p>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.</p> <p>In order to duly fulfil its powers and liabilities, the board of directors elects a President and a Vice President among its members every year; also if it is required it can arrange a job distribution by determining the managing directors supposed to assume a part of its powers, certain parts of the company affairs, the observation of the implementation of decisions adopted by it. More than half of the members of the board of directors cannot undertake job in the execution; this</p>

<p>The vice president of the board of directors undertakes the rights and responsibilities transferred by the president and manages the board meetings when the president could not be able to attend for any reason whatsoever.</p> <p>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.</p> <p>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.</p> <p>The membership of the real person members of the board of directors who represent the partner legal entities is over when their relations with the legal entity is over.</p> <p>Any Board Member, who fails to attend the Board meetings 3 times subsequently, without any valid reason accepted by the board of directors, is considered to be withdrawn from office.</p> <p>If considered necessary by the general assembly, the latter may at any time replace the members of the board of directors.</p>	<p>principle is especially taken into consideration in the job description of the members.</p> <p>The president of the board of directors is responsible to ensure the orderly announcement and meetings of the board along with to register the decisions taken; this responsibility is fulfilled through the secretariat of the board of directors. The vice president of the board of directors undertakes the rights and responsibilities transferred by the president and manages the board meetings when the president could not be able to attend for any reason whatsoever.</p> <p>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.</p> <p>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.</p> <p>The membership of the real person members of the board of directors who represent the partner legal entities is over when their relations with the legal entity is over.</p> <p>The Board member, in principle, attends every meeting.</p>
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	<p>If considered necessary by the general assembly, the latter may at any time replace the members of the board of directors.</p>
<p>THE AUDITING COMMITTEE <u>Article 20</u></p> <p>The auditing committee is responsible for taking all the necessary precautions to provide a sufficient and transparent internal and independent external audit and for executing the duties given by the Capital Market Regulation and is especially responsible for and in charge of the realization of the following matters:</p> <ul style="list-style-type: none"> - To audit and to approve all the financial tables and their footnotes to be presented to the public, for compliance with the regulation and the international accounting standards, - the supervision of the company accounting system, the presentation of the financial information to public, the independent audit, the operation and efficiency of the company internal audit and the risk management mechanism, - To review and conclude any complaints related to the company's accountancy, internal control system and independent audit. - to prevent any probable conflicts of interest between the Board members, executives and other employees as well as to determine any arrangements which may prevent the misuse of the company's commercial secrets. <p>It is not permitted that the president of the Company's Executive Committee and the Senior Financial Managers are in charge in the auditing committee.</p> <p>The auditing committee meets at least once in three months upon the call of the president. It can invite any managers, internal and independent external auditors and experts, whom it considers necessary, to the meetings to have advices.</p> <p>If considered necessary by the Auditing Committee, the latter may inform the Company's</p>	<p>THE AUDITING COMMITTEE <u>Article 20</u></p> <p>The Auditing Committee is constituted and engaged in accordance with the Capital Markets Law, the Capital Markets Board arrangements and other current regulation provisions.</p> <p>The auditing committee is responsible for taking all the necessary precautions to provide a sufficient and transparent internal and independent external audit and for executing the duties given by the Capital Market Regulation and is especially responsible for and in charge of the realization of the following matters:</p> <ul style="list-style-type: none"> a- The supervision of the company accounting system, the presentation of the financial information to public, the independent audit, the operation and efficiency of the company internal audit, b- The selection of the independent audit establishment, the preparation of the independent audit agreements and initiating the independent audit process, and the supervision of the works of the independent audit establishment at every stage. c- Determining the independent audit establishment to serve the Company as well as the services to be rendered by these establishments, and their presentation to the approval of the Board of Directors. d- Determining the method and criteria applicable to the the review of any

General Assembly.

complaints reaching the Company related to the Company's accountancy and internal audit system as well as independent audit; their conclusion, the evaluation of any statements of the Company's employees regarding the Company's accounting and independent audit matters in the framework of the principle of confidentiality.

e- Upon consulting the Company's executives in charge and its independent auditors regarding the conformity of the annual and intermediate financial tables, to be announced to the public, with the Company's accounting principles, with the truth and their accuracy, their notification in writing to the Board of Directors along with their own evaluations.

f- It may make use of any independent specialist opinions in any matters which it requires related to its activities. The cost of the consultancy services which it requires shall be covered by the Company.

It is not permitted that the president of the Company's Executive Committee and the Senior Financial Managers are in charge in the auditing committee.

The auditing committee meets at least once in three months, thus at least four times a year and the minutes of the meeting are recorded by protocol and presented to the Board of Directors. The committee in charge of the audit shall inform the Board of Directors promptly in writing of any determinations and suggestions it has reached at regarding its own field of duty and responsibility.

The duty and responsibility of the Auditing Committee does not remove the Board's responsibility arising from the Turkish Commercial Code.

	<p>If considered necessary by the Auditing Committee, the latter may inform the Company's General Assembly.</p>
<p>THE CORPORATE GOVERNANCE COMMITTEE <u>Article 21</u></p> <p>The corporate governance committee is responsible for monitoring the harmonization of the company with the company corporate governance principles and is especially in charge of the realization of the following tasks:</p> <ul style="list-style-type: none"> - To examine the extent to which the corporate governance principles are applied throughout the company and if they are not applied, to determine the reasons and by determining any negativities developing as a result of failure of full implementation, to suggest taking corrective measures, - To determine methods ensuring transparency for the determination of the member candidates suggested to the board of directors, - To work related to the numbers of the members of the board of directors and the managers and to develop suggestions, - To develop suggestions related to principles and applications in terms of the evaluation and rewarding of the performances of the members of the board of directors and the managers and to observe the applications. - To supervise the activities of the Shareholders Relations Unit. <p>It is not permitted that the president of the Executive Committee is in the corporate governance committee; great efforts are shown to ensure that the majority of the committee consists of independent members.</p> <p>It is essential to put detailed information related to the work of the corporate governance committee in the activity report of the board of directors.</p>	<p>THE CORPORATE GOVERNANCE COMMITTEE <u>Article 21</u></p> <p>The corporate governance committee is responsible for monitoring the harmonization of the company with the company corporate governance principles and is especially in charge of the realization of the following tasks:</p> <ul style="list-style-type: none"> - To examine the extent to which the corporate governance principles are applied throughout the company and if they are not applied, to determine the reasons and by determining any negativities developing as a result of failure of full implementation, to suggest taking corrective measures, - To determine methods ensuring transparency for the determination of the member candidates suggested to the board of directors, - To work related to the numbers of the members of the board of directors and the managers and to develop suggestions, - To develop suggestions related to principles and applications in terms of the evaluation and rewarding of the performances of the members of the board of directors and the managers and to observe the applications. - To supervise the activities of the Shareholders Relations Unit. <p>It is not permitted that the president of the Executive Committee/General Manager is in the corporate governance committee; efforts are shown to ensure that the majority of the committee consists of independent members.</p>

<p>Within the structure of the corporate governance committee and associated with the President of the Committee, a Shareholders Relations Unit is established to follow up all the relations between the Company and the shareholders and to provide the complete execution of the information right requirements of the shareholders. The main tasks of the mentioned unit are stated as follows:</p> <ul style="list-style-type: none"> - To provide sound, secure and updated records related to the shareholders, -To meet the written information demands of the shareholders related to the company in the framework of the regulations, - To observe the duly realization of the General Assemblies, - To prepare the documents to be presented to the shareholders in the general assembly, - To handle the necessary work to duly keep the meeting minutes, - to observe and follow-up the duly realization of all matters related to the enlightenment of the public in accordance with the regulations. <p>The Shareholders Relations Unit takes care to use the electronic communication media and Company's internet website in all its work. If considered necessary by the corporate governance committee, it may provide information to the company's General Assembly.</p>	<p>It is essential to put detailed information related to the work of the corporate governance committee in the activity report of the board of directors.</p> <p>If considered necessary by the corporate governance committee, it may provide information to the company's General Assembly.</p>
<p><u>INDEPENDENT AUDITING</u> <u>Article 26</u></p> <p>The "Independent Auditing Establishment" to audit the financial tables of the company independently is appointed by the general assembly upon the approval the Auditing Committee and the suggestion of the Board of Directors. Related to the working period of the independent auditing establishment and the independent auditing team, the Capital Market Regulation is applicable. To the extent permitted by the relevant regulations, attention is paid not to appoint the same independent establishment and/or independent auditing team continuously and/or with special audits for maximum five</p>	<p><u>INDEPENDENT AUDITING</u> <u>Article 26</u></p> <p>The "Independent Auditing Establishment" to perform the company's independent audit is appointed by the General Assembly upon the approval the Auditing Committee and the suggestion of the Board of Directors.</p> <p>Related to the service period of the independent auditing company, the Capital Markets Regulation, the Capital Markets Board arrangements and the other current regulation provisions are applicable.</p>

<p>subsequent accounting periods.</p> <p>In order to enable the Company to make again a continuous and/vor special audit agreement with the same independent auditing establishment and/or the independent auditing team, at least two fiscal terms have to pass. The company may not receive any consultancy service from the independent auditing establishment, from which it obtains service, from the personnel employed by this establishment, from a consultancy company and its personnel where this establishment has a direct or indirect capital or management control. This regulation includes the consultancy service rendered by the real person shareholders and managers of the independent auditing establishment.</p>	<p>The company may not receive any consultancy service from the independent auditing establishment, from which it obtains service, from the personnel employed by this establishment, from a consultancy company and its personnel where this establishment has a direct or indirect capital or management control. This regulation includes the consultancy service rendered by the real person shareholders and managers of the independent auditing establishment. In this regard, the Capital Markets Law, the Capital Markets Board arrangements and the other current regulation provisions shall be complied with.</p>
<p>THE MEETING PLACE AND INVITATION <u>Article 29</u></p> <p>The General Assemblies meet at the company's administrative head offices or at another location in the city, where the company's head offices are located, to be decided by the Board of Directors.</p> <p>The time, place and agenda of the General Assembly are announced to the shareholders according to the 35th article of the Articles of Incorporation. In the written announcement, all the matters stipulated by the Capital Markets Board Corporate Governance Principles are mentioned.</p> <p>The shareholders or their representatives who will attend the General Assembly shall present the documents proving their own shares or those represented by them or any documents evidencing this, to the Company's administrative head offices or a place determined and informed by the board of the directors or established by the regulation within the period announced by the Company and they shall in turn receive an entrance document showing the number and amount of the shares. It is not possible for any shareholder and/or his representative to attend and take word and/or to</p>	<p>THE MEETING PLACE AND INVITATION <u>Article 29</u></p> <p>The General Assemblies meet at the company's administrative head offices or at another location in the city, where the company's head offices are located, to be decided by the Board of Directors.</p> <p>The time, place and agenda of the General Assembly are announced to the shareholders according to the 35th article of the Articles of Incorporation. In the written announcement, all the matters stipulated by the Capital Markets Board Corporate Governance Principles are mentioned. The shareholders may attend the General Assembly in accordance with the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board and the Central Registration Establishment as well as other current regulations.</p> <p>Any shareholder and/or his/her representative, having failed to obtain the entrance document in accordance with the relevant regulation, shall not be allowed to</p>

<p>vote in the meeting unless they obtain the entrance document. The entrance documents are valid in the second meeting as well if the majority is not obtained in the first meeting.</p> <p>To the extent permitted by the Turkish Commercial Code, the Capital Markets Regulation and the related Regulation, arrangements related to the book-entry system are taken into consideration in terms of the periods and documents stated in this article.</p>	<p>attend the meeting, to take word and/or vote.</p>
<p>THE TEMPORARY ARTICLE 1</p> <p>Except for the 1st, 2nd, 5th and 6th articles of the Company's articles of incorporation in force before; the 3rd, 4th and 7-42 articles are rearranged and numbered; the articles 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53 and 54 are cancelled upon acceptance, registration and announcement of these articles of incorporation by the General Assembly.</p>	<p>THE TEMPORARY ARTICLE 1</p> <p>While the nominal value of the shares has been 1.000,-TL, first it has been amended as 1 New Turkish Lira pursuant to the Law on Making Amendments on the Turkish Commercial Code number 5274, and then, due to the cancellation on January 1, 2009 of the expression "Yeni" ("New") in the term New Turkish Lira and New Kurush by the Cabinet Resolution number 2007/11963 dated April 4, 2007, it has been amended as 1 Turkish Lira. Due to this change, 1 share with the nominal value of 1,-TL has been delivered to correspond to 1.000 shares with a nominal value of 1.000,-TL.</p> <p>Due to the said change, the 14th to 17th series of shares representing the Company's capital have been united.</p> <p>The share certificates' exchange transactions are performed in the framework of the arrangements for the dematerialization of the capital markets instruments.</p>