

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**INVITATION FROM THE BOARD OF DIRECTORS**  
**FOR THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY**

The Ordinary General Assembly of our Company for the fiscal year 01.01.2011-31.12.2011 will be held on June 26, 2012, Tuesday at 11:00, at the address of Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar/İstanbul, in order to negotiate and resolve the matters on the agenda.

Our shareholders who have already dematerialized their shares in the files of the Central Registration Office (CRO) and who wish to attend the General Assembly are required to be personally registered and recorded in the “General Assembly Blocking List” by no later than 17:00 hours on Thursday, June 21, 2012, in accordance with the general assembly blocking procedures stipulated by CRO. Accordingly, our shareholders who fail to submit and deliver to the authorized officers before the General Assembly a “general assembly blocking letter” to be delivered by CRO to our shareholders who are personally registered and recorded in the “General Assembly Blocking List” will unfortunately not be allowed to exercise their rights to speak and vote in the Assembly.

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.

Our shareholders, who shall not be able to participate in the meeting in person, have to issue their proxy in conformity with the below given form and, after having also fulfilled the other matters foreseen in the Communiqué Serial:IV No:8 of the Capital Markets Board have to submit it, the signature being notarially certified.

Annual Report of the Board of Directors, Financial Statements and Footnotes (Financial Report) of the fiscal term 01.01.2011 – 31.12.2011, the Opinion of the Independent Auditing firm, the Company’s Auditor’s Report, Summary 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 June 4, 2012. Along with the above mentioned documents, the ‘General Meeting Information Document’, ‘Procedure of Participation in the General Meeting’, the proxy form and pursuant to the “Communiqué on the Determination and Implementation of Corporate Governance Principles” Serial: IV, No:56 of the Capital Markets Board shall be available in our Company’s website [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) as from the same date.

For information of our Esteemed Partners.

Best regards,

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

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY**  
**OF JUNE 26, 2012**

1. Opening and selection of Presidential Board.
2. Authorisation of the Presidential Board to sign the minutes of the meeting.
3. Submission, to the approval of the shareholders, of the amendment of the articles 3, 4, 5, 8, 9, 11, 12, 13, 14, 15, 18, 19, 20, 21, 22, 24, 26, 27, 29, 30, 31, 33, 34, 35, 36 ve 40 of the Company's Articles of Association in accordance with the attached text of amendment, provided that the necessary permissions have been obtained from the Capital Markets Board as well as the Customs Directorate.
4. Reading, discussing and approval of the Activity Report of the Board of Directors for the fiscal term 01.01.2011–31.12.2011, the Company's Auditor's Report, Opinion of the Independent External Audit Establishment, Financial Report, balance sheet and Income Statement.
5. Release of Members of the Board of Directors and the Company's Auditors due to their activities, transactions and accounts of the fiscal term 01.01.2011-31.12.2011.
6. Information of the shareholders regarding the Company's "Profit Distribution Policy" without submitting it to voting and settling it during the General Meeting.
7. Discussion and settlement of the Board's proposal not to realize any profit distribution for the fiscal term 01.01.2011-31.12.2011.
8. Election of the members of the Board of Directors to officiate until the ordinary general assembly during which the activities and accounts of the fiscal term 01.01.2012–31.12.2012 shall be discussed.
9. Election 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 01.01.2012-31.12.2012 shall be discussed.
10. Information of the shareholders regarding the "Wage Policy" determined for the members of the Board of Directors and senior executives, without being presented to voting and settled in the General Assembly.
11. Discussion and settling of the wages to be paid to the members of the Board of Directors and the Company's Auditors for the fiscal term 2012.
12. In the framework of article 30 of the Company's Articles of Association, the discussion and settlement of the authorization of the Board of Directors for granting charity and grants in the amount exceeding 1% of the Company's assets and granting all kind of securities in the framework of the articles 3 and 4 of the Company's Articles of Association, until the ordinary general assembly meeting during which the activities and accounts of the fiscal term 01.01.2012–31.12.2012 shall be discussed.
13. In the framework of article 12 of the Company's Articles of Association, the discussion and settlement of the authorization of the Board of Directors until the Ordinary General Assembly during which the activities and accounts of the fiscal term 01.01.2012-31.12.2012 shall be negotiated, regarding the issuance of capital market instruments (including warrant) expressing indebtedness up to an amount allowed by the Turkish Commercial Code, the Securities Exchange Act, the Capital Market Regulation and the relevant regulations with the permission of the Capital Markets Board, as well as the determination of the time and terms of issuance.
14. 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.

**15.** Pursuant to the “Communiqué on the Determination and Implementation of Corporate Governance Principles” Serial: IV, No:56 of the Capital Markets Board and articles 334 and 335 of the Turkish Commercial Code, granting the shareholders with management domination, the members of the Board of Directors, senior executives and their spouse or blood and affinity relatives up to the second degree, the right and authorization to be able to perform any transactions, which may cause any conflict of interests with the company or its associates, personally or on behalf of others, to compete, to become partners, Board of Directors members and/or executives to the companies in this framework.

**16.** Without being submitted to voting and being settled in the General Assembly; in the framework of the Securities Exchange Regulation and the relevant arrangements; information and explanations to be made to the Shareholders, as regards the Company’s fiscal term 01.01.2011–31.12.2011, about grants made to foundations, associations, public institutions and establishments for the purpose of social relief; that no benefit has been obtained by granting any mortgage, pledge and similar guarantees in favour of company shareholders or any third persons; transactions which may cause any conflicts of benefit of the members of the Board of Directors, senior executives and their spouses or blood and affinity relatives up to the second degree with the company or its associates.

**PROXY**  
**TO PRESIDENCY OF THE BOARD OF DIRECTORS OF**  
**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

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 01.01.2011 - 31.12.2011 to be held at the address Burhaniye Mahallesi, Kısıklı Caddesi, No:65, Üsküdar/Istanbul on June 26, 2012 at 11:00 a.m., for Hürriyet Gazetecilik ve Matbaacılık A.Ş., 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).