

## **HURRIYET GAZETECİLİK VE MATBAACILIK A.Ş. DUTIES AND PRINCIPLES GOVERNING OPERATIONS OF CORPORATE MANAGEMENT COMMITTEE**

### **1. PURPOSE**

The Corporate Management Committee (“Committee”) of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (“Company”) shall support and assist the Board of Directors by conducting studies on the Company’s compliance with the corporate management principles, appointment of the members of the Board of Directors as well as senior executives, evaluation of fees, bonuses and performances and career planning, investor relations and public disclosures.

The Committee shall review, evaluate and make proposals for systems and processes that the Company has developed or will develop in order to perform management applications aimed at increasing the performance of the Company.

### **2. BASIS**

This document has been drawn up within the framework of the legislations, provisions and principles set forth by the Capital Market Legislations, Articles of Association of the Company and Corporate Management Principles of the Capital Markets Board.

### **3. AUTHORITY AND SCOPE**

The Committee is appointed and authorized by the Board of Directors. The Committee has been authorized to gather information by inviting the Company’s employees, representatives of the legal entities and persons relating to the Company including its subsidiaries, internal and external auditors (“Auditors”) and qualified persons to its meetings and to get legal and professional consultancy from the external sources whenever it deems necessary. The Committee acts within powers and responsibilities assigned to it and gives advices to the Board of Directors. However the responsibility of the final decision always rests with the Board of Directors.

### **4. ORGANIZATION**

#### **Membership**

4.1. The Committee shall be appointed according to the Articles of Association of the Company.

4.2. The Chairman of the Committee shall be appointed among the independent members of the Board of Directors. In the event that the Chairman of the Committee cannot be elected pursuant to the aforementioned procedure, then the Chairman of the Committee may be elected among the third parties qualified on their subjects.

4.3. Only those holding a minimum of eight years of experience on accounting, finance, auditing, law, management etc. may participate in the Committee.

4.4. The Committee is composed of a minimum of two members.

4.5. The members of the Committee shall be elected among those not holding executive positions, depending on the availability of the same. The Chairman of the Executive Committee and the Deputy Chairman responsible for the Financial Affairs may not participate in the Committee.

- 4.6. Those who are qualified on their subjects, but not members of the Board of Directors may be appointed to the Committee if necessary.
- 4.7. The members of the Committee shall be reelected at the first meeting of the Board of Directors to be held after the regular General Meeting every year.
- 4.8. The Committee convenes with the attendance of one plus half of the number of its members and passes resolutions by the majority of the attendants.
- 4.9. The secretarial work of the Committee shall be undertaken by the secretariat of the Board of Directors.
- 4.10. If and when deemed necessary, the members of the Committee may become members of the Corporate Management Committees of the Company's public subsidiaries.

### **Attending the Meetings**

- 4.11. In principle, the Committee meets at the Company's headquarters at 14:00 hours on the third Wednesday of each month and under any circumstances when necessary by an invitation to be served by the Chairman of the Committee by virtue of the Secretariat of the Board of Directors, unless there is a prevailing condition requiring the otherwise. The Chairman of the Committee may change the date, the time and the place of the meeting, by notifying the members of the Committee in advance.
- 4.12. The resolutions passed in the meetings of the Committee shall be put into writing, executed by the members of the Committee and kept in an organized manner.

## **5. RESPONSIBILITY**

### **Compliance with the Corporate Management Principles**

- 5.1. The Committee shall evaluate whether or not the Company's management shares the importance and benefits of good management applications with the Company's employees and the Company has established a productive and efficient "corporate management culture".
- 5.2. The Committee shall advise the Board of Directors to ensure the efficient operation of the infrastructure for management applications aimed at increasing the Company's performance in all subsidiaries of the Company, employee's understanding and adoption of and management's support to such an infrastructure.
- 5.3. The Committee shall determine whether or not the corporate management principles are implemented and find out its reasoning as well as conflicts of interests arising out of non-compliance with these principles if such principles are not implemented and advise the Board of Directors for improving such applications.

### **Managerial Control**

- 5.4. The Committee shall take the opinion of the Company's management as well as the related parties on the plans for detecting the areas that may result in managerial risks and deficiencies and for curing the same.
- 5.5. The Committee shall look into the important complaints that are received by the association in connection with the management and ensure that such information received from the company's employees is conveyed to the management of the Company in accordance with the principles of confidentiality

### **Public Disclosures**

5.6. The Committee shall review the annual report to be disclosed to the public and check whether or not the information provided therein is true and accurate by taking into consideration the information held by the Committee.

5.7. The Committee shall develop proposals to ensure that disclosures and analyst presentations to be made to the public comply primarily with laws and regulations as well as the Company's "disclosure policy".

### **Compliance with the Internal Regulations**

5.8. The Committee shall ensure that the internal regulations are put into writing and shall take necessary measures to ensure that they are communicated to each and every employee.

5.9. The Committee shall consider whether or not the internal regulations or acceptable behavior patterns (code of ethical conduct) are communicated to the employees by means of an adequate communication method by the management of the Company.

5.10. The Committee shall evaluate studies made by the management of the Company for monitoring its compliance with the internal regulations.

5.11. The Committee shall observe the compliance with the internal regulations aiming at the prevention of conflicts of interests that may arise between the members of the Board of Directors, executives and other employees and abuse of the information regarded as trade secrets.

### **Determination of Nominations to the Board of Directors**

5.12. The Committee shall conduct studies on creation of a transparent system for determination of nominees for the Board of Directors and senior management and also development of policies and strategies on these matters

### **Performance Evaluation, Compensation and Reward Policy and Career Planning of Members of the Board of Directors and Executives**

5.13. The Committee shall perform activities relating to the determination of approaches, principles and practices regarding performance evaluation, compensation and reward policy and career planning of members of board of directors and executives.

5.14. The Committee shall develop recommendations on the number of members of the Board of Directors and executives

5.15. The Committee shall take opinions and recommendations of Human Resources Committee should it deem necessary

## **6. Investor Relations**

6.1. "Shareholders Relations Unit" (Unit) is established as part of the Committee and reporting to the Committee Chairman to monitor all relations between shareholders and investors and to ensure that requirements of their rights for obtaining information on the same are fulfilled fully.

6.2. The Unit comprises of an adequate number of qualified persons.

### 6.3. The Unit;

- Satisfies information requests of shareholders and investors under the framework of legislations, Articles of Association, corporate management principles and disclosure policy,
- Organizes periodic investor information meetings within and outside the country under the framework of legislation, Articles of Association, corporate management principles and disclosure policy or participates in such organized meetings,
- Carries out the necessary activities for making the website an active communication platform for local and international investors;
- Oversees and monitors implementation of the process of public disclosures in accordance with the relevant legislation,
- Ensures that shareholder related records are kept in a healthy, secure and up-dated manner,
- Ensures that annual reports are prepared as stipulated by legislations and CMB's Corporate Management Principles
- Monitors holding of general meetings duly,
- Prepares documents to be presented to shareholders at General Meetings
- Conducts necessary studies to ensure that meeting minutes are kept duly

## 7. Board of Directors Secretariat

7.1. Planning, implementation and monitoring activities for meetings to give the highest level of productivity prior to the Board of Directors' meetings and during and after such meetings shall be carried out by "Board of Directors Secretariat" ("Secretariat")

7.2. The Secretariat shall basically achieve communication among members of the Board of Directors, make preparations for meetings of the Board of Directors and the Committees, keep meeting minutes and archive correspondences including the announcements of the Board of Directors regularly.

7.3. Retrieval by Members of Board of Directors any information on time is ensured under the Secretariat's coordination

7.4. Records kept by the Secretariat are always made available for the members of the Board of Directors

7.5. The Secretariat comprises of one secretary under the supervision of the BusinessDevelopment and Investor Relations Coordinator.

## 8. Reporting Duty

8.1. The Committee shall ensure that the Board of Directors is duly informed on the issues falling under the scope of its powers and responsibilities.

8.2. The Committee shall put into writing and keep records of all of its operations.

8.3. The Committee should prepare reports regarding its operations and proposals and present the same to the Board of Directors.

### **Other Responsibilities**

8.4. The Committee, monitoring the developments in literature on corporate management, shall research their effects on the Company management

8.5. The Committee shall carry out such other activities as requested by the Board of Directors, which may be deemed to be covered by corporate management

8.6. The Committee may initiate special investigations when it deems necessary and may appoint qualified persons as consultants to assist it during such investigations.

8.7. The Committee shall regularly check its own performance.

### **9. BUDGET**

The Committee shall have an annual budget approved by the Board of Directors in order to ensure its efficient and productive performance of its duties.

### **10. ENFORCEMENT**

The Committee's duties and principles governing its operation and amendments thereto shall enter into force upon the resolution passed by the Board of Directors.