

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

**RESOLUTION OF THE BOARD OF DIRECTORS**

**Resolution No** : 2009/33  
**Resolution Date** : 27.05.2009  
**Signatories** : Aydın DOĞAN (President)  
Vuslat DOĞAN SABANCI (Vice President)  
Mehmet Ali YALÇINDAĞ (Member)  
Ertuğrul ÖZKÖK (Member)  
Soner GEDİK (Member)  
Ahmet TOKSOY (Member)

Hürriyet Gazetecilik ve Matbaacılık A.Ş. Board of Directors which is convened on the date specified above decided;

- To call General Assembly for the Annual General Meeting for the year 2008 to discuss and decide on the attached agenda on 24 June 2009 at 10:30 in the Company's headquarter.
- To appoint Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of PricewaterhouseCoopers) as independent audit firm, for the independent audit of our company's financial statements of the intermediate fiscal term Jan 01, 2009-June 30, 2009 and our annual financial statements of the year of 2009 and to submit the appointment to the approval of our shareholders during the Ordinary General Meeting to be held.
- To authorize the Company's management for the required performance of the business and operations,

---

Aydın DOĞAN  
(President)

Vuslat DOĞAN SABANCI  
(Vice President)

Mehmet Ali YALÇINDAĞ  
(Member)

Ertuğrul ÖZKÖK  
(Member)

Soner GEDİK  
(Member)

Ahmet TOKSOY  
(Member)

## **AGENDA:**

1. Selection of General Assembly Council.
2. Authorisation of the General Assembly Council to sign minute of the meeting.
3. Reading and discussing and ratifying Activity Reports of Executive Committee of 01.01.2008–31.12.2008 accounting period, Company Audit Reports and Independent Audit Reports and Financial Report containing Balance sheet and Income Statement.
4. Release of Members of the Board of Directors and Audit Committee due to activities, transactions and accounts of 2008.
5. Discussion of proposal of distribution of the profit for the accounting period 2008 and determine.
6. Selection of members of the Board of Directors who will perform duty in 2009 accounting period.
7. Selection of members of Audit Committee for the period of 2009 accounting period.
8. Decision making about amounts payable to Board of Directors and Members of Audit Committee for 2009 accounting period.
9. Within the frame of arrangements of Capital Markets Legislation and Capital Markets, decision making about ratifying of Independent Auditing Firm that is selected by the Board of Directors.
10. Within the frame of the 30th article of the Articles of Incorporation of Company, authorisation of the Board of Directors with respect to the points of change of share, acquiring assets at the value that exceeds 10% of Company's total assets at a time, and/or salability, rentable, lease ; subsidise and endowing in quantity that exceeds 1% from Company Assets till as Ordinary Meeting of the General Assembly for to discuss activities of 2009, giving a security ( mortgage, security, pledges, guaranty etc) for the benefit of third parties to as much 50% of total assets in the last balance sheet that published to Public.
11. Within the frame of the 12th article of the Articles of Incorporation of Company, conferring of power to the Board of Directors about issue Capital Market Means that describe indebtedness as much amount allowed by the relevant legislation and Capital Markets Legislation, Capital Markets Law Turkish Commercial Law and by permission of Capital Markets Board and to establish issue conditions.
12. Furnish with authority to Members of the Board of Directors in order to make affairs that are counted in 334th and 335th articles of Turkish Trade Code and 14th article of the Articles of Association .
13. To submit Company Dividend Policy for information of General Assembly.
14. Because of social assistance made by Company to foundations, associations state institutions and organizations in the accounting periods 01.01.2008-31.12.2008, provisions separated for spiritual damages brought against Company, amounts of indemnity and other points will be submitted for Company partners' information.
15. Point of completion of II.nd arrangement legal reserves that is reserved missing in distribution of profit for 2005, 2005 will be submitted for Partners' information.
16. Informing of company partners within the frame of 2nd paragraph of 5th article of Communiqué with number 41 of Capital Markets Board's Serie: IV, No:41 that is published in Official Gazette dated 19.03.2008 and with number 26821.
17. To submit Information Policy of our Company that is revised within the frame of Communiqué Serie VIII, No:54 of Capital Market Board for information of partners.
18. Wishes.