

**FROM THE OFFICE OF CHAIRMAN OF THE BOARD
OF DIRECTORS
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

Our Board of Directors made a call for the Company's General Meeting at the company headquarters at Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli/Istanbul on April 11, 2005 at 11:00 am to adopt resolutions in accordance with the below listed agenda for its annual regular meeting.

We request that our shareholders attend the General Meeting in person or by proxy, by receiving their entry cards from our company no later than one week before the meeting. Bearer shareholders may deposit their share certificates to the company's headquarters or to any banks or brokers. Share certificate holders may receive their entry cards against delivery of the certificate to be received from the bank or the broker to the company's headquarters.

It is not possible under law for our shareholders not receiving entry cards to attend the meeting. It is required that our shareholders, who may not attend the meeting in person, issue their proxies in accordance with the form below and to produce them with notarized signatures, fulfilling such other matters as stipulated in the Communiqué Serial: IV Nr: 8 by Capital Markets Board published in the Official Gazette of 09.03.1994 numbered 21872.

The Balance Sheet, Income Statement, Board of Directors' and Auditors' Reports will be kept available for review of our shareholders at company headquarters for 15 days prior to the date of the general meeting.

We hereby submit this for our Shareholders' information and remain,

Yours Faithfully

AGENDA

1. Election of the Presidential Board,
2. Granting Authorization to the Presidential Board to sign meeting minutes.
3. Reading and discussion of Board of Directors' Annual Report, Company Auditor's Report and Independent Audit Firm's Report for 2004 accounting period,
4. Reporting of donations made by the company in 2004 accounting period for the information of the company shareholders,
5. Reading, discussion and approval of Balance sheet and income statement for 2004 accounting period,
6. Release of members of the Board of Directors and Auditors on account of operations, transactions and accounts for 2004,
7. Adoption of resolution on the profits of the company for 2004 accounting period,
8. Election of Members of the Board of Directors for 2005 accounting period,
9. Election of Auditors for 2005 accounting period,
10. Determination of remunerations payable to Members of the Board of Directors and Auditors,
11. Granting authorization to Members of the Board of Directors to carry out transactions enumerated in Articles 334 and 335 of Turkish Commercial Code,
12. Adoption of resolution on approval of the appointment of the Independent Audit Firm carried out by the Board of Directors pursuant to the provisions of Regulations on Independent External Audits in the Capital Market.

FORM OF POWER OF ATTORNEY

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

I hereby appoint _____ as proxy to represent me to cast votes for determination of articles in the agenda and to sign necessary documents at the Regular General Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. which I am a shareholder of, to be held on April 11, 2005 at 11:00 am at Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli/İstanbul

A) SCOPE OF REPRESENTATIVE AUTHORITY

a) The assignee is authorized to cast votes in line with his/her opinion for all articles of the agenda.

b) The assignee is authorized to cast votes in line with the following instructions for articles of the agenda.

Instructions: (Insert special instructions)

c) The assignee is authorized to cast votes in line with the recommendations of the company management.

d) The assignee is authorized to cast votes in line with the following instructions on other issues that may arise at the meeting (In absence of instructions, the assignee shall be free in casting votes).

Instructions: (Insert special instructions)

B) DETAILS OF SHAREHOLDER'S SHARE CERTIFICATE

- a) Group and series
- b) Number
- c) Quantity-Par value
- d) Voting privileges
- e) Bearer or Registered

NAME, LAST NAME AND TITLE OF SHAREHOLDER

**SIGNATURE
ADDRESS**

Not: In section (A), one of items (a), (b) or (c) will be chosen. Explanation to be provided for items (b) or (d).