

ANNEX 2

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. THE DECISION OF THE BOARD OF DIRECTORS

MEETING NUMBER : 2008/19
MEETING DATE : 1st May 2008
PARTICIPANTS : Aydın DOĞAN (President)
Mehmet Ali YALÇINDAĞ (Vice President)
Vuslat DOĞAN SABANCI (Member)
Ertuğrul ÖZKÖK (Member)
İmre BARMANBEK (Member)
Soner GEDİK (Member)
Ertunç SOĞANCIOĞLU (Member)

The Board of Directors of Hürriyet Gazetecilik ve Matbaacılık A.Ş. has arranged a meeting in the Company main office at the above stated date and they have decided unanimity to;

- To arrange the general assembly to discuss the annexed agenda and to decide on the subjects related to the activities of the year 2007 at the Company main office on the 29th may 2008 at 10:30.
- To accept and to present to the General Assembly the activity report of the board of directors and the "Institutional Management Adaptation report" which has been prepared according to the decision of the Capital Markets Board dated 10th December 2004, numbered 48/1588 and convenient to the Capital Markets Board Institutional management principles and which has been presented to the approval of the Board of Directors and to be placed in the activity report.
- To present to the Ordinary General Assembly to be made on the 29th May 2008 the approval of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Pricewaterhouse Coopers Member) as the independent auditor for the control of the semi and yearly financial tables and the footnotes for the accounting periods 1st January 2008 – 30th June 2008 and 1st January 2008 – 31st December 2008, within the frame of the regulations of the Capital Markets Board.
- To authorise and employ the Company management to realise the necessary work and the transactions.

Aydın Doğan
(President)

Mehmet Ali YALÇINDAĞ
(Vice President)

Vuslat DOĞAN SABANCI
(Member)

Ertuğrul ÖZKÖK
(Member)

İmre BARMANBEK
(Member)

Soner GEDİK
(Member)

Ertunç SOĞANCIOĞLU
(Member)

THE AGENDA OF THE GENERAL ASSEMBLY

- 1.** The election of the Presidency Council.
- 2.** Giving authority to the Presidency Council to sign the minutes of the meeting.
- 3.** To read, to discuss and to approve the Board of Directors Activity Report, the Company Auditing Board and Independent Auditing Reports and the Financial Tables and the footnotes for the accounting period of 1st January 2007 – 31st December 2007.
- 4.** To acquit the members of the Board of Directors and the Auditing Board from the activities, transactions and accounts for the year 2007.
- 5.** To discuss and to make a decision for the offer of the board of directors for the profit distribution of the 2007 accounting period.
- 6.** The election of the members of the Board of Directors for the 2008 accounting period.
- 7.** The election of the members of the Auditing Board for the 2008 accounting period.
- 8.** To take the decision related to the wages to be paid to the members of the Board of Directors and the Auditing Board for the accounting period 2008.
- 9.** Within the frame of the Capital Market Regulation and the arrangements of the Capital Markets Board, to take the decision for the approval of the Independent Auditing Institution elected by the Board of Directors.
- 10.** To give authorisation to the Board of Directors, within the frame of the 30th article of the company main contract, for the share changes, to acquire and/or to sell the values more than 10% of the total actives of the company at once, to rent them, to give aids and donations more than 1 % of the company actives in the accounting period 1st January 2008 – 31st December 2008, the total guarantee such as mortgage, pledge for the benefit of third parties to be more than 25% of the total actives (for the bank non-cash credits 50%) announced to the public in the last balance sheet for the accounting period 1st January 2008 – 31st December 2008.
- 11.** To decide to give authorisation the Board of Directors for the exportation of capital market tool stating the amount of liability explained in the 12th article of the Main Contract, with the permission of the Capital Markets board, to the extent permitted by the Turkish Trade Law, Capital Market Law and additional regulation and for the determination of the exportation conditions

12. To decide to give authorisation the Board of Directors for the distribution of the profit advance with the condition to be convenient to the 38th article of the main contract, in convenience to the 15th article of the Capital Market Law and arrangements related to the subject of the Capital Markets Board and with being limited with the year 2008.

13. To give authorisation to the members of the Board of Directors with the 14th article of the main Contract, to realise the activities stated in the 334th and 335th articles of the Turkish Trade Law.

14. The presentation of the company profit distribution policy to the general assembly

15. To present to the company partners the related aids and charities made to the associations, foundations, and public institutions for social aid purposes and the share allocated to the immaterial compensation trials against the company deriving from the broadcasting and the compensations paid and other related subjects for the account period 1st January 2007 – 31st December 2007.

16. The requests