

**INFORMATION DOCUMENT FOR TO THE EXTRAORDINARY GENERAL  
MEETING OF  
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. TO BE HELD ON  
MARCH 2, 2017  
WHERE “PARTIAL DEMERGER IN SIMPLIFIED PROCEDURE THROUGH  
PARTICIPATION MODEL” TO BE DISCUSSED**

**PREFACE**

Extraordinary General Assembly of our Company shall convene in the Head Office of our Company on March 2, 2017, Thursday, at 11:00 a.m. in 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul address to discuss and finalise the agenda items.

Agenda Items of the Extraordinary General Meeting and General Meeting Information document as well as the Procedure for Attending the General Meeting, Proxy Form and information notes which include necessary explanation in the scope of Corporate Governance Statement (II - 17.1) of Capital Market Board shall be presented to our shareholders' review starting from three weeks before meeting at the;

- Company's head office at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/İstanbul,
- Hürriyet Emlak Şubesi at the address Kuştepe Mahallesi, Mecidiyeköy Yolu Caddesi, Trump Towers Ofis Katları, No:12, K:10, Şişli/Istanbul
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch Office at the address Yeni Doğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5.Km., 01260 Yüreğir/Adana
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DMC Branch Office at the address Söğütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DPC Branch Office at the address Osmangazi Mahallesi, Özal Bulvarı, No.120, Esenboğa Yolu üzeri 15.km 06150 Sarayköy/Pursaklar/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch Office at the address Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8.Km 07300 Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch Office at the address Odunluk Mahallesi, Akpınar Caddesi Green White Plaza No.5 Kat.6 D.16 Nilüfer/Bursa,

- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch Office at the address Orhangazi Mahallesi, 1650 Soaka. No.2 Doğan Media Tesisleri, Esenyurt/İstanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch Office at the address Şehitler Caddesi, No:16,/1 Alsancak/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir DPC Branch Office at the address Fatih Mahallesi, Ege Caddesi, No:36, 35414 Gaziemir/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch Office at the address Nuroğlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,
- It will be made available to be examined by our shareholders in our Company's website [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and Public Disclosure Platform (KAP) ([www.kap.gov.tr](http://www.kap.gov.tr)) and E-KGS of MKK.
- In accordance with the Article 8 of "Merger and Demerger Communiqué For Public Disclosure Purposes" (II-23.2) of the Capital Markets Board with respect to the "Partial Demerger In Simplified Procedure Through Participation Model" to be discussed and submit to the approval of the shareholders during the Extraordinary General Meeting;
- i. Announcement Text For Partial Demerger In Simplified Procedure Through Participation Model as approved by CMB (shortly "Announcement Text") and its annexes (Announcement Text ANNEX/1,2,3),
- ii. Other annexes of Announcement Text For Partial Demerger In Simplified Procedure Through Participation Model as approved by CMB,
  - a. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of January 1, 2016 – September 30, 2016 subjecting to the demerger process under the Partial Demerger in question (Announcement Text ANNEX/5),
  - b. Financial Statement of "Hürriyet Emlak Şubesi" Service Establishment operating under the structure of of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of June 1, 2016 – September 30, 2016 (Announcement Text ANNEX/6),
  - c. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of "Hürriyet Emlak Şubesi" Service Establishment operating under the structure of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Demerged Company) for the interim accounting period of June 1, 2016 – September 30, 2016 subjecting to the transfer process under the Partial Demerger in question (Announcement Text ANNEX/7),
  - d. Balance Sheet And Income Statement of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company) for the interim accounting period for June 1, 2016 – September 30, 2016 (Announcement Text ANNEX/8),
  - e. MSUGT (General Communiqué On Accounting System Application) Balance Sheet And Income Statement of Glokal Dijital Hizmetler Pazarlama ve Ticaret

- A.Ş. (Transferee Company) for the interim accounting period for June 1, 2016 – September 30, 2016 subjecting to the Partial Demerger Process in question (Announcement Text ANNEX/9),
- f. Opening Balance Sheet of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company) dated September 30, 2016 after the Partial Demerger process in question (Announcement Text ANNEX/10),
  - g. Reports of the Certified Public Accountant dated November 25, 2016 and numbered YMM670/861-22 and December 20, 2016 and numbered YMM 670/864-25 (ANNEX/11-1 and ANNEX/11-2),
  - iii. Partial Demerger Agreement,
  - iv. Partial Demerger Report,
  - v. Articles of Association of Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş. (Transferee Company),
  - shall be made available to the public on the Corporate Website of our Company [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and on [www.kap.org.tr](http://www.kap.org.tr) at least 30 days before the Extraordinary General Meeting.
  - On the other hand,
  - i. Consolidated Financial Statements for the interim period of January 1, 2016 – September 30, 2016 period to be compared to the previous period of the process of “Partial Demerger In Simplified Procedure Through Participation Model” (Announcement Text ANNEX/4),
  - ii. Financial Statements (Financial Reports) and Activity Reports for the last 3 years (2013, 2014, 2015),
  - iii. Independent Auditing Reports for the 3 years (2013, 2014, 2015),

have already been published on the Corporate Website of our Company [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and on [www.kap.org.tr](http://www.kap.org.tr) and these documents are made available in these websites.

## GENERAL MEETING ATTENDANCE PROCEDURE

Our shareholders may attend the meeting physically or they may cast their votes through the electronic platform of Electronic General Meeting System (“e-KGS”) of Central Registry Agency (MKK) pursuant to the provisions of Article 1527 of Turkish Code of Commerce Nr. 6102. Those shareholders or their representatives who wish to attend the meeting through the electronic platform shall hold **an Electronic Signature Certificate.**

Our shareholders with an "electronic signature" who wish to attend to the Ordinary General Meeting over electronic medium are required to complete their procedures in accordance with the provisions stated on "Regulations regarding General Meetings of Stock Corporations Held on Electronic Medium" published in Official Gazette no 28395 dated August 28th 2012 and "Statement regarding electronic General Meeting System which shall be Used in General Meetings of Stock Corporations" published in Official Gazette no 28396 dated August 29th 2012. **Otherwise, they shall not able to attend to the general meeting over electronic medium.** Our shareholders can receive necessary information regarding attending to general meetings over electronic media from "Merkezi Kayıt Kuruluşu A.Ş." (MKK) and/or MKK's website on "www.mkk.com.tr."

Right to attend the general meeting and vote shall not presuppose allocation of shares pursuant to sub-clause 4 of Article 415 of Turkish Code of Commerce Nr. 6102 and sub-clause 1 of Article 30 of Capital Markets Board. In this respect, **in the event that our shareholders wish to attend the General Meeting, they are not required to block their shares.**

Our shareholders who wish to attend the General Meeting **are required to fulfill the procedures disclosed by Central Registry Agency. Those whose names are included in the list of attendants drawn taking the “the list of shareholders” as provided by the Central Registry Agency may attend the General Meeting.**

In order to cast their votes by proxy, our shareholders who shall not be able to attend to the meeting personally are required to submit their letters of attorney according to the sample below and submit their letter of proxy with a notarized signature to our Company after satisfying other matters stipulated in Capital Market Board's Statement regarding Voting by Proxy and Proxy Solicitation (II - 30.1), which came into effect after being published on the Official Gazette Nr. 28861 with December 24, 2013 date, without prejudice to rights and liabilities with respect to attending Ordinary General Meeting over electronic environment. You can obtain the sample letter of proxy form the Head Office of our Company and/or our from website at the address [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com). Name and surname of the attorney (representative) must be included in the list received from MKK (Central Registry Agency) should the authorization has been made over Electronic General Meeting System ("EGKS"). A letter of proxy drawn in accordance with the legislation is required to be submitted should the authorization has not been made over EGKS.

An attorney in-fact who has been appointed through electronic mean over EKGS is not required to submit a letter of proxy. **Those letters of proxy which are inconformity with the samples available in the attachment and stipulated in the Communiqué II.30.1 of CMB shall not be accepted under any circumstances due to our legal responsibility.**

According to Article 19 of our Articles of Association;

Principles mentioned below are implemented in General Meetings.

**a) Method of Summons:** General Meetings are held as ordinary or extraordinary. Turkish Commercial Code, Capital Market Law, Capital Market Board regulations and relevant statute provisions in effect are applied to summons for these meetings.

Announcements regarding general meetings, along with methods stipulated with statutes, shall be made over any kind of communication, including electronic communication, at least three weeks before the general meeting date in order to inform as much shareholders as possible. Said announcement shall be published on Public disclosure Platform, the Company's website and Turkey Trade Register Gazette.

The Company's website shall contain notifications and explanations required by the Company's statute, general meeting announcement and any notification and explanation required by Capital Market Law, Capital Market Board regulations and any relevant statute provisions in effect.

**b) Time of Meeting:** The Ordinary General Meeting shall convene at least once a year. During these meetings, the issues to be discussed pursuant to the agenda are reviewed and settled.

The Extraordinary General Meeting shall convene and adopt the necessary decisions according to the articles of Association on in the cases and whenever required by the Company affairs in accordance with the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations in force.

**c) Place of Meeting:** The General Meetings shall convene at the company's head office or, upon the resolution to be adopted by the Board of Directors, at any other place of the city where the Company's head office is situated.

**d) Representation:** During the General Meetings, the shareholders may have themselves be represented by a proxy who is a shareholder or not.

As for voting by proxy, the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations shall be complied with.

**e) Attending the Meeting:** It is essential that the General Meetings are attended by the Board of Directors' managing directors as well as at least one member of the Board of Directors, and the authorized person of the Independent Audit Firm; besides, those who have responsibilities related to the topics on the agenda and those who have to make explanations, shall be present as well. If those of these persons who have to attend the meeting except due to a legal requirements, do not participate in the meeting, their reasons for not attending the meeting shall be presented to the notice of the General Meeting.

Shareholders may attend the General Meeting in accordance with the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board and Merkezi Kayıt Kuruluşu A.S. (Central Registry Agency) arrangements and the other relevant regulations in force. It is not possible that any shareholder and/or his/her proxy, who has not obtained any entry certificate in accordance with the relevant regulation, attends the meeting, starts to talk and/or votes.

**f) Chairman of the Meeting:** The General Meetings shall be presided by a President, who is appointed by the General Meeting and who does not have to be a shareholder. The President shall determine the protocol writer as well as the vote collector if he/she considers it necessary, and shall thus form the presidency. If necessary, the vice-president may be appointed as well.

**g) Representative of the Ministry:** As regards the attendance of the Representative of the Ministry of Customs and Commerce during both the ordinary as well as extraordinary general meetings, the provisions of the relevant Turkish Commercial Code, the relevant Ministry arrangements and the other regulations shall be complied with.

**h) Vote Right and Cast:** During the General Meetings, each share has one voting right.

During the General Meetings, which shall be attended physically, votes are cast by lifting hands. Insofar; in case of the request of one twentieth of the shareholders represented in the meeting, secret voting shall be compulsory.

If the right of use as well as right of disposal of any share pertains to different persons, they may reach an agreement among themselves and let themselves be represented in the manner

they consider appropriate. In case they fail to come to an agreement, the right of participating in the General Meetings and the right of voting shall be executed by the beneficial owner.

**ı) Meeting and Resolution Quorum:** During all General Meetings of the Company, the provisions of the Turkish Commercial Code and the Securities Exchange Act shall be applied in terms of the meeting and the resolution quorums.

**i) Internal Regulation:** The Board of Directors shall prepare an internal regulation comprising the rules about the working procedures and principles of the General Meeting in accordance with the relevant provisions of the Turkish Commercial Code and the regulations and communiques issued in the framework of this law, and submit it to the approval of the General Meeting. The internal regulation approved by the General Meeting shall be registered and announced in the Trade Registry.

**j) Participation in the General Meeting by electronic media:** Persons entitled to participate in the Company's general meetings may attend these meetings also by electronic media pursuant to Article 1527 of the Turkish Commercial Code. Along with the fact that the Company may establish the electronic General Meeting system, which shall enable the entitled persons to participate in the general meetings, make proposals and vote through electronic media, in the framework of the current regulation, the Company may also purchase services from the systems that have been established for this purpose. During all general meetings to be held, pursuant to this provision of the Articles of Association, it is ensured that the entitled persons and their representatives shall be able to execute their rights through this established system.

Submitted For Our Shareholders' Information,

Truly Yours,

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

**TOTAL SHARE AMOUNT AND VOTING RIGHT REFLECTING THE PARTNERSHIP STRUCTURE OF THE COMPANY: INFORMATION REGARDING PRIVILEGED SHARES AND SHARE AMOUNT AND VOTING RIGHT REPRESENTING EACH PRIVILEGED SHARE GROUP**

**- THE COMPANY'S PARTNERSHIP STRUCTURE:**

<b>Trade Title of the Partner / Full Name</b>	<b>Share In Capital (in TL)</b>	<b>Share Percentage (%)</b>
Dođan Őirketler Grubu Holding A.Ő.	428.616.468	77,65
Part Traded in BIST and Others	123.383.532	22,35
<b>SUM</b>	<b>552.000.000</b>	<b>100,00</b>

**- Total Share Amount Reflecting the Company's Partnership Structure :**

552.000.000 shares

**- Total Voting Rights Reflecting the Company's Partnership Structure :**

552.000.000 votes

**- Privileged Shares :**

NONE.



**AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF  
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. DATED MARCH 2, 2017  
AND STATEMENTS REGARDING THE AGENDA ITEMS**

1. Opening and election of a Chairman,

<b>Reason</b>	Chairman and its board (Chairman of the Meeting), who shall govern the General Meeting shall be elected in accordance with the provisions of the Turkish Commercial Code (“TTK”) and with the Procedures and Principles of General Meetings of Stock Companies as well as with the Regulations for the Representatives the Ministry of Customs and Trade (“Regulations”) whom will be present in such meetings.
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2. Empowering the Chairman in order to be able to sign the Minutes of the Meeting,

<b>Reason :</b>	General Meeting shall authorise the Meeting Chairman regarding signing of the General Meeting Minutes.
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3. Informing the Shareholders about the statements made in accordance with the Article 8 of “Merger and Demerger Communiqué” (II-23.2) of the Capital Markets Board and with the “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda and with the “Examination Right Announcement”, “Announcement Regarding Protection of Receivables” and “Reports of Certified Public Accountant”.

<b>Reason :</b>	Informing the Shareholders about the statements made in accordance with the Article 8 of “Merger and Demerger Communiqué” (II-23.2) of the Capital Markets Board and with the “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda and with the “Examination Right Announcement”, “Announcement Regarding Protection of Receivables” and “Reports of Certified Public Accountant”.
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These documents have already been published on the Corporate Website of our Company [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and on [www.kap.org.tr](http://www.kap.org.tr) and these documents are made available in these websites.

4. Since it has already been acknowledged that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda in accordance with the sub-clause (1)/(e) of the Article 12 bearing the title "Cases For Which There Are No Withdrawal Rights" of "(II-23.1 Communiqué) Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance" coming to the effect by being published in the Trade Registry Gazette dated December 24, 2013 and under 28861 issue number of the Capital Markets Boards, the statement of our Board of Directors disclosing the fact that no “withdrawal right” has arisen under the sub-clause 2 of Article 12 of the same Communiqué in question

and information to be provided to the shareholders that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” in question,

**Reason :**

Since it has already been acknowledged that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda in accordance with the sub-clause (1)/(e) of the Article 12 bearing the title "Cases For Which There Are No Withdrawal Rights" of "(II-23.1 Communique) Common Principles and Communique on Withdrawal Right Regarding Transactions of High Importance" coming to the effect by being published in the Trade Registry Gazette dated December 24, 2013 and under 28861 issue number of the Capital Markets Board, the statement of our Board of Directors disclosing the fact that no “withdrawal right” has arisen under the sub-clause 2 of Article 12 of the same Communique in question and information will be provided to the shareholders that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” in question,

5. Discussion and approval of the Consolidated Financial Statements for the interim period of January 1, 2016 – September 30, 2016 period to be compared to the previous period of the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda,

**Reason :**

Consolidated Financial Report of the interim accounting period of January 1, 2016 – September 30, 2016 submitted to the shareholders for review purposes shall be discussed and submitted for approval by way of publishing it in the Corporate Website of our Company ([www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com)) and KAP ([www.kap.org.tr](http://www.kap.org.tr)) on January 30, 2017.

6. Executing the process of transfer of “**Hürriyet Emlak Şubesi**” operating under the structure of our Company together with its assets and liabilities and relevant rights and obligations hereof to the company “**Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.**” under the “**Partial Demerger In Simplified Procedure Through Participation Model**” as a whole in a manner that such process conducted does not destroy the operating integrity of our Company and submitting the Merger Report and Merger Agreement prepared for that purpose to the approval of the General Assembly, discussion of this merger processes and rendering a final resolution in this respect in accordance with paragraph (b), sub-clause 1 of Article 159 and other relevant articles of Turkish Code of Commerce Nr. 6102; with paragraph (b), sub-clause 3 of Article 19 and 20 of Corporate Tax Law Nr. 5520 and with sub-clause (1)/(a) of Article 23 and sub-clause (4) of Article 24 of the Capital Markets Board and with the other relevant provisions and within the relevant provisions of "(II-23.2 Communique) “Merger and Demerger Communique” and the relevant provisions of “Common Principles and Communique on Withdrawal Right Regarding Transactions of High Importance (II-23.1 Communique)” and under the other relevant legislation provisions.

**Reason :**

It is hereby resolved through the Resolution rendered by the Board of Directors of our Company dated November 25, 2016 and number 2016/31 and subject to the approval of the General Assembly that the process of transfer of “**Hürriyet Emlak Şubesi**” operating under the structure of our Company together with its assets and liabilities and relevant rights and obligations hereof over the values recorded on September 30, 2016 available in the legal accounting records as kept in accordance with the Turkish Code Of Commerce, Tax Law and General Communiqué On Accounting System Application and with the Uniform Chart of Accounts to the company “**Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.**” which has just been established and to be active once the Partial Demerger Process has been certified under the “**Partial Demerger In Simplified Procedure Through Participation Model**” as a whole in a manner that such process conducted does not destroy the operating integrity of our Company in accordance with paragraph (b), sub-clause 1 of Article 159 and other relevant articles of Turkish Code of Commerce Nr. 6102; with paragraph (b), sub-clause 3 of Article 19 and 20 of Corporate Tax Law Nr. 5520 and with sub-clause (1)/(a) of Article 23 and sub-clause (4) of Article 24 of the Capital Markets Board and with the other relevant provisions if any since our Company is subject to the Capital Markets Law Nr. 6362 and its shares have been offered to the public in Borsa İstanbul A.Ş. and it is traded at the exchange; and within the relevant provisions of "(II-23.2 Communiqué) “Merger and Demerger Communiqué” coming to the effect by being published in the Trade Registry Gazette dated December 28, 2013 and under 28865 issue number of the Capital Markets Board and the relevant provisions of “Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance (II-23.1 Communiqué)” and under the other relevant legislation provisions coming to the effect by being published in the Trade Registry Gazette dated December 24, 2013 and under 28861 issue number of the Capital Markets Board and within the acknowledgement that no “withdrawal right” has risen in accordance with the sub-clause (e) of Article 12 reading "Cases For Which There Are No Withdrawal Rights" of "(II-23.1 Communiqué) and with the other legislation regulations.

Capital Markets Board approved the Announcement Text made for the process of “Partial Demerger In Simplified Procedure Through Participation Model” on January 26, 2017 and other documents regarding the approved Announcement Text have been published to the public on the Corporate Website of our Company ([www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com)) and KAP ([www.kap.gov.tr](http://www.kap.gov.tr)) beginning from January 30, 2017 and 30 days before the Extraordinary General Meeting of the Company.

Demerger Report and Demerger Agreement as well as “Partial Demerger In Simplified Procedure Through Participation Model” process prepared in accordance with the Board Resolution of our Company dated November 25, 2016 and Nr. 2016/31 and published on the Corporate Website of our Company ([www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com)) and KAP ([www.kap.gov.tr](http://www.kap.gov.tr)) on November 30, 2016 shall be submitted to the attention and approval of shareholders.

## POWER OF ATTORNEY

### HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I hereby appoint and empower ....., whose clear identity particulars are given below, to be duly authorised to represent me, to cast vote, to bid and sign documents and papers where necessary during the Extraordinary General Meeting to be held in the Head Office of the Company on March 2, 2017, Thursday, at 11:00 a.m., at Hürriyet Gazetecilik ve Matbaacılık A.Ş.'nin 2 Mart 2017 Perşembe günü, saat 11:00'de, 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul.

Appointed Agent (\*):

Name and Surname / Trade Title:

Turkish ID Number/Tax ID Number, Trade Registry and Number and MERSIS number:

(\* ) It is obligatory that equivalent information of the said information be submitted for agents of foreign nationality.

#### A) SCOPE OF REPRESENTATION POWER

One of the options listed as (a), (b) or (c) for the sections numbered 1 and 2 below and scope of the representation shall be determined.

1. As for Items In The Agenda Of The General Assembly, the agent shall be empowered to:

- Cast vote in accordance with his/her opinion,
- Cast vote in accordance with the suggestions of the partnership,
- Cast vote in accordance with the instructions specified in the table below.

#### Instructions:

**In the event that the shareholder chooses option (c), agenda-specific instructions shall be provided by way of checking out one of the options (which is aye or nay) given for the agenda item of the general meeting and should the nay option is checked out, dissenting opinion requested to be included in the minutes of the meeting, if any, shall be indicated.**

Agenda Items (*)	Aye	Nay	Dissenting Opinion
1. Opening and election of a Chairman,			
2. Empowering the Chairman in order to be able to sign the Minutes of the Meeting,			
3. Informing the Shareholders about the statements made in accordance with the			

<p>Article 8 of “Merger and Demerger Communiqué” (II-23.2) of the Capital Markets Board and with the “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda and with the “Examination Right Announcement”, “Announcement Regarding Protection of Receivables” and “Reports of Certified Public Accountant”,</p>			
<p><b>4.</b> Since it has already been acknowledged that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda in accordance with the sub-clause (1)/(e) of the Article 12 bearing the title "Cases For Which There Are No Withdrawal Rights" of "(II-23.1 Communiqué) Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance" coming to the effect by being published in the Trade Registry Gazette dated December 24, 2013 and under 28861 issue number of the Capital Markets Boards, the statement of our Board of Directors disclosing the fact that no “withdrawal right” has arisen under the sub-clause 2 of Article 12 of the same Communiqué in question and information to be provided to the shareholders that no “withdrawal right” has arisen within the process of “Partial Demerger In Simplified Procedure Through Participation Model” in question,</p>			
<p><b>5.</b> Discussion and approval of the Consolidated Financial Statements for the interim period of January 1, 2016 – September 30, 2016 period to be compared to the previous period of the process of “Partial Demerger In</p>			

Simplified Procedure Through Participation Model” to be discussed within item 6 of the Agenda,			
<p><b>6. Executing the process of transfer of “Hürriyet Emlak Şubesi” operating under the structure of our Company together with its assets and liabilities and relevant rights and obligations hereof to the company “Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.” under the “Partial Demerger In Simplified Procedure Through Participation Model” as a whole in a manner that such process conducted does not destroy the operating integrity of our Company and submitting the Merger Report and Merger Agreement prepared for that purpose to the approval of the General Assembly, discussion of this merger processes and rendering a final resolution in this respect in accordance with paragraph (b), sub-clause 1 of Article 159 and other relevant articles of Turkish Code of Commerce Nr. 6102; with paragraph (b), sub-clause 3 of Article 19 and 20 of Corporate Tax Law Nr. 5520 and with sub-clause (1)/(a) of Article 23 and sub-clause (4) of Article 24 of the Capital Markets Board and with the other relevant provisions and within the relevant provisions of "(II-23.2 Communique) “Merger and Demerger Communiqué" and the relevant provisions of “Common Principles and Communiqué on Withdrawal Right Regarding Transactions of High Importance (II-23.1 Communique)” and under the other relevant legislation provisions.</b></p>			

**No vote is taken for informative items.**

**Should the dissentive vote has a different draft resolution, it shall be separately indicated for the purpose of ensuring casting a vote by proxy.**

**2. Special instruction for other matters that may arise during the General Meeting and particularly for the use of dissentive vote rights:**

- a) Agent appointed is empowered to cast vote in accordance with his/her opinion.
- b) Agent appointed is not empowered for such matters.
- c) Agent appointed is empowered to cast vote in accordance with the special instructions specified below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, to be given by the relevant shareholder to the agent appointed are indicated in this section.

**B) Shareholder specifies the share(s) s/he wish his/her agent to represent by choosing one of the options listed below:**

**1. I hereby approve that my agent is authorised to represent my shares that are given in detail below.**

- a) Type and series: \*
- b) Number/Group: \*\*
- c) Number-Nominal value:
- d) Whether there are any vote securities:
- e) Whether it is subscribed to holder-Name/Title:
  
- f) Ratio of the shareholder to the total shares/voting right he has

\*Such information is not required for shares on record.

\*\* Information of the group, if available, shall be included instead of number for shares on record.

**2. I hereby approve that my agent is authorised to represent my all shares listed in the list of shareholders fit to attend the general meeting as prepared by MKK one day before such meeting.**

**NAME AND SURNAME or TITLE OF THE SHAREHOLDER (\*)**

Turkish ID Number/Tax ID Number, Trade Registry and Number and MERSIS number:  
Address:

(\*) It is obligatory that equivalent information of the said information be submitted for agents of foreign nationality.

**SIGNATURE**