

## 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 at the address 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul of the Company Hürriyet Gazetecilik ve Matbaacılık A.Ş. on March 2, 2017, Thursday, at 11:00 a.m.

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			

<p>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”,</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</p>			

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,			
<b>6.</b> Executing the process of transfer of “ <b>Hürriyet Emlak Şubesi</b> ” operating under the structure of our Company together with its assets and liabilities and relevant rights and obligations hereof to the company “ <b>Glokal Dijital Hizmetler Pazarlama ve Ticaret A.Ş.</b> ” under the “ <b>Partial Demerger In Simplified Procedure Through Participation Model</b> ” 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.			

**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**