

■ **Board of Directors' Resolution about holding General Assembly**

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Is the disclosure an update?	:	No
Is the disclosure a correction?	:	No
Is the disclosure a postponed disclosure?	:	No
Date of Original Disclosure	:	None
Summary Information	:	Call for Ordinary General Assembly

Board of Directors' Resolution Date	:	01.06.2012
Type of General Assembly	:	Ordinary
If it is ordinary, Fiscal Period that the Assembly is held for	:	01.01.2011-31.12.2011
Date	:	26.06.2012
Time	:	11:00
Address	:	Burhaniye Mahallesi Kısıklı Caddesi, No:65, Üsküdar/İstanbul

■ **Agenda:**

1. Selection of Presidential Board.
2. Authorisation of the Presidential Board to sign the minutes of the meeting.
3. Submission, to the approval of the shareholders, of the amendment of the articles 3, 4, 5, 8, 9, 11, 12, 13, 14, 15, 18, 19, 20, 21, 22, 24, 26, 27, 29, 30, 31, 33, 34, 35, 36 ve 40 of the Company's Articles of Association in accordance with the attached text of amendment, provided that the necessary permissions have been obtained from the Capital Markets Board as well as the Customs Directorate.
4. Reading, discussing and approval of the Activity Report of the Board of Directors for the fiscal term 01.01.2011–31.12.2011, the Company's Auditor's Report, Opinion of the Independent External Audit Establishment, Financial Report, balance sheet and Income Statement.
5. Release of Members of the Board of Directors and the Company's Auditors due to their activities, transactions and accounts of the fiscal term 01.01.2011-31.12.2011.
6. Information of the shareholders regarding the Company's "Profit Distribution Policy" without submitting it to voting and settling it during the General Meeting.

7. Discussion and settlement of the Board's proposal not to realize any profit distribution for the fiscal term 01.01.2011-31.12.2011.
8. Election of the members of the Board of Directors to officiate until the ordinary general assembly during which the activities and accounts of the fiscal term 01.01.2012–31.12.2012 shall be discussed.
9. Election of members of the Company's Auditors to perform their duty until the ordinary general meeting where the activities and accounts of the fiscal term 01.01.2012-31.12.2012 shall be discussed.
10. Information of the shareholders regarding the "Wage Policy" determined for the members of the Board of Directors and senior executives, without being presented to voting and settled in the General Assembly.
11. Discussion and settling of the wages to be paid to the members of the Board of Directors and the Company's Auditors for the fiscal term 2012.
12. In the framework of article 30 of the Company's Articles of Association, the discussion and settlement of the authorization of the Board of Directors for granting charity and grants in the amount exceeding 1% of the Company's assets and granting all kind of securities in the framework of the articles 3 and 4 of the Company's Articles of Association, until the ordinary general assembly meeting during which the activities and accounts of the fiscal term 01.01.2012–31.12.2012 shall be discussed.
13. In the framework of article 12 of the Company's Articles of Association, the discussion and settlement of the authorization of the Board of Directors until the Ordinary General Assembly during which the activities and accounts of the fiscal term 01.01.2012-31.12.2012 shall be negotiated, regarding the issuance of capital market instruments (including warrant) expressing indebtedness up to an amount allowed by the Turkish Commercial Code, the Securities Exchange Act, the Capital Market Regulation and the relevant regulations with the permission of the Capital Markets Board, as well as the determination of the time and terms of issuance.
14. In the framework of arrangements of Capital Markets Legislation and the Capital Markets Board, the discussion and decision making about approval of the Independent Audit Establishment selected by the Board of Directors.
15. Pursuant to the "Communiqué on the Determination and Implementation of Corporate Governance Principles" Serial: IV, No:56 of the Capital Markets Board and articles 334 and 335 of the Turkish Commercial Code, granting the shareholders with management domination, the members of the Board of Directors, senior executives and their spouse or blood and affinity relatives up to the second degree, the right and authorization to be able to perform any transactions, which may cause any conflict of interests with the company or its associates, personally or on behalf of others, to compete, to become partners, Board of Directors members and/or executives to the companies in this framework.
16. Without being submitted to voting and being settled in the General Assembly; in the framework of the Securities Exchange Regulation and the relevant arrangements; information and explanations to be made to the Shareholders, as regards the Company's fiscal term 01.01.2011–31.12.2011, about grants made to foundations, associations, public institutions and establishments for the purpose of social relief; that no benefit has been obtained by granting any mortgage, pledge and similar guarantees in favour of company shareholders or any third persons; transactions which may cause any conflicts of benefit of the members of the Board of Directors, senior executives and their spouses or blood and affinity relatives up to the second degree with the company or its associates.

■ SUPPLEMENTARY EXPLANATIONS:

Call for Ordinary General Assembly

Our Company's ordinary general meeting during which our company's activities and accounts of the year 2011 shall be discussed, shall be held on Tuesday, June 26, 2012 at 11:00 a.m. at the address Burhaniye Mahallesi, Kısıklı Caddesi, No.65, Üsküdar-Istanbul. Announcement for General Assembly including "General Meeting Information Document" and "Form of Proxy" have been published in Hürriyet and Posta newspapers dated 04.06.2012 and Turkish Trade Registry Gazzette on the same date. In addition it is provided in the attachment. Information and documents about general assembly can also be reached at our corporate web site www.hurriyetkurumsal.com

[ATTACHMENT: Call for General Meeting and Form of Power of Attorney](#)