

**CONVOCAATION TO THE ORDINARY GENERAL MEETING BY THE PRESIDENCY OF  
THE BOARD OF DIRECTORS  
OF  
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.S.**

Our Company's Ordinary General Meeting for the fiscal term 2012 shall convene on Thursday, June 20, 2013 at 2:00 p.m. at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul to discuss and settle the topics on its agenda.

In case our shareholders intend to participate in the General Meeting, in the framework of the provisions of the Turkish Commercial Code and the Securities Exchange Act, there isn't any precondition that they deposit their shares with any institution. Our shareholders, who wish to participate in the General Meeting, have to fulfill the procedures made public by the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. ("MKK")). The General Meeting may be attended by those shareholders named in the list of participants which is established by taking into consideration the "list of shareholders" furnished by the "MKK". The control whether the persons actually attending the meeting room to participate in the General Meeting are shareholders or their representatives shall be performed based on the said list.

Whereas our shareholders who are "electronic signature holders", who wish to participate in the Ordinary General Meeting by electronic media, may obtain the necessary information about the participation in the general meeting by electronic media from the "MKK" and/or the internet address of the "MKK" at [www.mkk.com.tr](http://www.mkk.com.tr).

In order to enable our shareholders, who shall not be able to personally attend the meeting, to execute their voting rights through a proxy, they are required to issue their proxies in compliance with the below given form and, after having fulfilled the other matters foreseen in the Communiqué Serial: IV, No:8 of the Capital Markets Board, to submit them to our Company the signature being notari ally certified. The form of the proxy is also available from our Company's head office or our Company's internet site at the address [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com). In case the authorization has been made through the Electronic General Meeting System ("EGKS"), the name and surname of the proxy (representative) should be stated in the list obtained from the "MKK". If the authorization has not been made through the "EGKS", a proxy in compliance with the regulation has to be submitted.

As regards the fiscal term 2012, the Board of Directors' Annual Report, the Financial Statements and Footnotes (Annual Accounts), the Opinion of the Independent Auditing Firm, the Company's Audit Report, the Summary of the Report on Transactions with Continuity and Prevalence, the Proposal of the Board of Directors about Profit Distribution, Report on Compliance with Corporate Governance

Principles, General Meeting Information Document, Procedure of Participation in the General Meeting and the proxy form as well as the memorandums comprising the necessary explanations in the scope of the Communique Serial: IV, No:56 of the Capital Markets Board shall be made available to the review of our shareholders at the Company's head office, the Company's internet site at the address [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and the "MKK"'s "EKGS" starting from three weeks prior to the meeting.

Presented to the notice of our Esteemed Shareholders.

Yours Faithfully,

**HÜRRIYET GAZETECİLİK VE MATBAACILIK A.S.**  
**THE BOARD OF DIRECTORS**

## **HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

### **AGENDA FOR THE ORDINARY GENERAL ASSEMBLY DATED 20.06.2013**

- 1. Opening and Creation of the meeting Chairmanship**
- 2. Authorization of the Meeting Chairmanship to sign the minutes of the meeting**
- 3. Amendment to articles 3, 4, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26 and 27 of the Company's articles of association in line with the draft amendment enclosed and cancellation of articles 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41 and 42 of the Company's articles of association be submitted to the approval of the first general assembly meeting after necessary consents are obtained from the capital market board and general directorate for domestic trade affiliated to the ministry of customs and trade provided that it shall be complied with the requirements of the said consent.**
- 4. Reading of and discussions on the activity report of the board of directors relating to 2012 account period.**
- 5. Reading of and discussions on the auditor's report and opinion of the board of independent auditors regarding the 2012 account period.**
- 6. Reading of, discussions on and approval of the financial statements regarding the 2012 account period.**
- 7. Release of the directors and managers from their activities, transactions and accounts relating to 2012 account period.**
- 8. Release of the auditors from their activities, transactions and accounts relating to 2012 account period.**
- 9. Informing the partners about the Company's "Profit Distribution Policy" without organizing any vote and taking a resolution on the matter in the general assembly.**
- 10. Discussion on and resolving about the suggestion made by the board of directors for not distributing any profits in relation to the 2012 account period.**
- 11. Determination of the number of directors and office term and election of the director who will serve during this office term.**
- 12. 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.**
- 13. Determination of the remuneration payable to the directors during their office term.**
- 14. Discussion on and resolving about authorization of the board of directors for granting aids and donations in amounts exceeding 1% of the Company's assets and providing all kinds of guarantees under articles 3 and 4 of the articles of association until the ordinary general assembly meeting in**

which the activities and accounts relating to 2013 account period will be discussed in line with the Company's articles of association.

**15.** Discussion on and resolving about authorization of the board of directors for issuing capital market instruments representing indebtedness (including warrants) up to the amount allowed under the Turkish Code of Commerce, Capital Market Law, Capital Market Legislation and applicable legislation with the consent of the Capital Market Board according to our articles of association and for determining the time and conditions of issue until the ordinary general assembly meeting in which the activities and accounts relating to 2013 account period will be discussed in line with the Company's articles of association.

**16.** Discussion on and resolving about authorization of the board of directors for providing advance payment in respect to the profit shares up to the amount allowed under the Turkish Code of Commerce, Capital Market Law, Capital Market Legislation and applicable legislation according to our articles of association and for determining the time and conditions of the same.

**17.** Resolving about approval of the election for the Board of Independent Auditors to be made by the board of directors in line with the requirements of the Turkish Code of Commerce and arrangements of the Capital Market Board.

**18.** Providing information to the shareholders about granting permission and authority to the shareholders who has control of the management, directors, top managers and their spouses or blood relatives up to second degree and relatives by marriage in order to perform either in person or on behalf of others those transactions that may cause conflict of interest with the company and its subsidiaries, to compete and to serve as partner, director and/or manager for such companies and about the transactions that were performed on that basis during 2012 account period in accordance with the "Communiqué on the Determination and Implementation of Corporate Management Principles" numbered 56, series IV as issued by SPK(Capital Markets Board) and articles 395 and 396 of the Turkish Code of Commerce.

**19.** Submitting the "Internal Directive for the General Assembly" containing the rules about the working principles and procedures of the general assembly to the approval of the partners.

**20.** Information and explanations to be provided to the shareholders about the donations made to the foundations, associations, public establishments and agencies for social aid by the Company during 2012 account period under the Capital Market Legislation and relevant arrangements; the provision set aside for the legal actions involving claim of moral damages made against the Company due to the broadcasts made by us and amounts of the damages actually paid; transactions performed under the provisions of article 5 of the communiqué numbered 41, series IV as issued by SPK(Capital Markets Board); and the fact that no benefits have been provided by establishing mortgage, pledge and similar collaterals in favor the company's partners and third persons provided that the matter shall not be discussed, voted and resolved in the general assembly.

**PROXY**  
**TO THE PRESIDENCY OF THE BOARD OF DIRECTORS**  
**OF HÜRRIYET GAZETECİLİK VE MATBAACILIK A.S.**

I do hereby appoint ..... as my proxy to be authorized to represent me in the Ordinary General Meeting for the fiscal term 2012 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Thursday, June 20, 2013 at 2:00 p.m. at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul, in accordance with the views I have mentioned, to vote, to submit proposals accordingly and sign the necessary documents.

**A) SCOPE OF THE REPRESENTATION POWER**

- a) The proxy shall be authorized to vote in accordance with his/her own view for all points of the agenda.
- b) The proxy shall be authorized to vote for the points of the agenda in accordance with the below mentioned instructions.

**Instructions:** (Special instructions are written)

- c) The proxy shall be authorized to vote in accordance with the suggestions of the company's management.
- d) The proxy shall be authorized to vote in accordance with the below mentioned instructions as regards the other matters probably arising during the meeting. (If there isn't any instruction, the proxy shall execute his/her vote freely)

**Instructions:** (Special instructions are written)

**B) THE SHARE CERTIFICATE OWNED BY THE SHAREHOLDER**

- a) Order and series
- b) Number
- c) Number – nominal value of share(s)
- d) Whether it is privileged in voting
- e) Whether bearer share or registered share

**NAME, SURNAME AND TITLE OF SHAREHOLDER**

**SIGNATURE**

**ADDRESS**

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Remark: In the section (A), one of the options (a), (b) or (c) is preferred. The options (b) and (d) require an explanation.