

**OUR SHAREHOLDERS' PARTICIPATION PROCEDURE TO THE ORDINARY  
GENERAL MEETING DATED JUNE 20, 2013**

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 Communique Serial: IV, No:8 of the Capital Markets Board, to submit them to our Company the signature being notariially 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. The form of the proxy is attached (ANNEX/1).

According to our Articles of Association; 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 location of the city where the Company's head office is situated.

The time, place and agenda of the General Meeting shall be announced to the shareholders by an announcement to be made in accordance with the Articles of Association. The announcement shall comprise all matters foreseen by the Corporate Governance Principles of the Capital Markets Board (CMB) to be included in the announcements.

According to our Articles of Association; the announcements of the Company shall be published in the Turkish Trade Registry Gazette and in two different daily newspapers at least 21 days prior to the date of meeting in accordance with the arrangements of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board and the provisions of the other relevant regulations in force, taking also into consideration the arrangements related to the issue including the Corporate Governance Principles of the Capital Markets Board. The meeting shall be announced by all kind of communication means, including electronic communication, which shall ensure the access to the highest number of shareholders along with the procedures foreseen by the regulation.

The announcements to be made by our Company as a requirement of the regulation, shall also be published in our internet site pursuant to the regulation.

According to our Company's Articles of Association; voting during the General Meetings shall be realized by lifting hands. Insofar, upon request of 5% of our shareholders represented in the meeting, it is compulsory to refer to secret voting.

Each share represented in the Ordinary and Extraordinary General Meetings in person or by proxy shall have one voting right.

During the General Meetings, the shareholders may let themselves be represented through a proxy who is a shareholder or not.

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.

As regards voting by proxy, the arrangements of the Capital Markets Board shall be complied with.

Presented to the notice of our Esteemed Shareholders.

Yours Faithfully,

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

**PROXY**  
**TO THE PRESIDENCY OF THE BOARD OF DIRECTORS**  
**OF HÜRRIYET GAZETECILIK 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.