

## **Procedure of our Shareholders' Participation in the Ordinary General Meeting dated June, 26, 2012**

In accordance with article 27 of our Articles of Incorporation, the general meetings convene at the corporate management center or, upon the decision to be adopted by the Board of Directors, at any other location of the city where the corporate head offices are 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 article 35 of the Articles of Incorporation. The announcement shall include all matters foreseen to be comprised by the announcements in the Corporate Management Principles by the Capital Markets Board (CMB). Our shareholders, who wish to participate in the General Meeting and who have dematerialized their shares with the Central Registry Agency (CRA), have to follow the general meeting blockage procedure determined by the CRA, and have to ensure their registration in the "General Meeting Blockage List" until 5:00 p.m. 2 days before the general meeting the latest. Our shareholders, who fail to submit to the officials the "general meeting blockage letter" to be delivered to our shareholders, who have been registered with the "General Meeting Blockage List", by the CRA, prior to the General Meeting, shall not be able to execute their rights to speak and vote during the meeting. As stated in the General Letter no. 294 of the CRA, pursuant to the provision of the Provisional 6th article of the Capital Market Law, it shall only be possible for those of our shareholders, who have dematerialized their share certificates and submit the "general meeting blockage letter" prior to the General Meeting, to participate in the General Meeting and execute their participating rights.

The time, place and agenda of the General Meeting shall be announced to the shareholders by an announcement to be made in accordance with article 35 of the Articles of Incorporation. The announcement shall include all matters foreseen to be comprised by the announcements in the Corporate Management Principles by the Capital Markets Board (CMB). Our shareholders, who wish to participate in the General Meeting and who have dematerialized their shares with the Central Registry Agency (CRA), have to follow the general meeting blockage procedure determined by the CRA, and have to ensure their registration in the "General Meeting Blockage List" until 5:00 p.m. 2 days before the general meeting the latest. Our shareholders, who fail to submit to the officials the "general meeting blockage letter" to be delivered to our shareholders, who have been registered with the "General Meeting Blockage List", by the CRA, prior to the General Meeting, shall not be able to execute their rights to speak and vote during the meeting.

As stated in the General Letter no. 294 of the CRA, pursuant to the provision of the Provisional 6th article of the Capital Market Law, it shall only be possible for those of our shareholders, who have dematerialized their share certificates and submit the "general meeting blockage letter" prior to the General Meeting, to participate in the General Meeting and execute their participating rights.

According to article 35 of our Articles of Incorporation; announcements of the Company shall be made in the newspaper mentioned in article 37 of the Turkish Commercial Code as well as in at least two daily newspapers' Turkey editions at least 15 days before, taking into consideration the arrangements related to the matter including also the Corporate Management Principles of the Capital Market Law. However, it is compulsory that the announcements related to the General Meetings have been made at least 21 days prior to the date of the meeting.

Announcements to be made by our Company pursuant to the regulation shall also be published in our website.

According to article 33 of the Company's Articles of Incorporation; during the General Meetings,

voting is realized by raising hands. Furthermore, in case of the request of 5% of the shareholders represented in the meeting, it is compulsory to apply secret voting.

Each share represented in person or by proxy during the ordinary and extraordinary General Meetings holds one voting right. During the General Meetings, the shareholders may let themselves be represented by any proxy being a shareholder or not.

If the usufruct right and right of disposal of a share is held by different persons, they shall come to an agreement among themselves and may let themselves be represented in the manner they consider appropriate. In case they fail to come to an agreement, the right to participate in the General Meetings and to vote shall be executed by the beneficial owner.

The Capital Markets Board's arrangements related to voting by proxy shall be complied with. Our shareholders, who shall not be able to participate in the meeting in person, have to issue their proxy in conformity with the below given form and, after having also fulfilled the other matters foreseen in the Communique Serial:IV No:8 of the Capital Markets Board, published in the Official Gazette number 21872 dated March 9, 1994, have to submit it, the signature being notarially certified.

**PROXY**  
**TO PRESIDENCY OF THE BOARD OF DIRECTORS OF**  
**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

I hereby appoint ..... to represent me in accordance with the opinions I have stated, to vote, to make proposals and sign the necessary documents in the Ordinary General Meeting of the fiscal term 01.01.2011 - 31.12.2011 to be held at the address Burhaniye Mahallesi, Kısıklı Caddesi, No:65, Üsküdar/Istanbul on June 26, 2012 at 11:00 a.m., for Hürriyet Gazetecilik ve Matbaacılık A.Ş., a shareholder of whom I am.

**A) SCOPE OF AUTHORITY TO REPRESENT**

- a) Proxy is authorised to vote according to his/her opinion for all agenda items.
- b) Proxy is authorised to vote for agenda items according to the following instructions.

**Instructions:** (insert special instructions)

- c) Proxy is authorized to vote according to the suggestions of the corporate management.
- d) For the other subjects to come up in the meeting, Proxy is authorised to vote according to the following instructions. (If instruction is not available Proxy votes freely.)

**Instructions:** (insert special instructions)

**B) SHARE CERTIFICATE HELD BY PARTNER**

- a) Arrangement and its serie
- b) Number
- c) Number -Nominal value
- d) Whether with or without privilege in voting
- e) Bearer stock – Registered stock

**NAME, SURNAME AND TITLE OF PARTNER**

**SIGNATURE**

**ADRESS**

Note: Select one of the options (a), (b) or (c) in Section (A). Explanations are made for items (b) and (d).