

## PROXY

### HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I do hereby appoint ..... as my proxy to be authorized to represent me in the Ordinary General Meeting for the fiscal term 2013 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Saturday, March 29th 2014 at 11:00 a.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.

Proxy's (\*);

Name Surname/Trade Name:

Republic of Turkey I.D.Number/Tax Number, Trade Register and Number and MERSİS number:

(\* ) proxy with foreign nationalities are required to present equivalents of the information stated, if any.

#### A) SCOPE OF THE REPRESENTATION POWER

**For sections 1 and 2 below, one of the options (a), (b) or (c) must be selected and the scope of authority must be stated.**

##### 1. Regarding Matters Stated in General Meeting Agenda;

- a) The proxy is authorized to cast votes based on his/her opinion.
- b) The proxy is authorized to cast votes based on suggestions of the partnership method.
- c) The proxy is authorized to cast votes based on the instructions stated at the table below.

##### Instructions:

**If the option (c) has been selected by the shareholder, instructions regarding agenda items shall be delivered by marking any of the options (accept or reject) and stating the dissenting opinion requested to be written on the general meeting minutes in case of a reject option has been selected.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and Creation of the meeting Chairmanship			
2. Giving the Meeting Chairman authorization regarding signing of the minutes of the meeting.			
3. Reading, discussing and submitting Board of Directors Activity Report for the 2013 financial year for approval.			
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2013 financial year for approval.			
5. Reading, discussing and submitting financial statements for the 2013 financial year for approval.			
6. Relieving each Board of Directors Members and managers individually due to 2013 financial year activities, actions and accounts.			
7. Reading, discussing and submitting the Company's "Dividend Policy" for approval.			

<p><b>8.</b> Reading, discussing and submitting Board of Directors' suggestion regarding not paying dividends for the 2013 financial period to approval.</p>			
<p><b>9.</b> Determining the amount of Board of Directors members and their period of office and appointing Board of Directors members to serve for the period that shall be determined.</p>			
<p><b>10.</b> Notifying partners on "Wages Policy" determined for Board of Directors members and top management prior to submitting to General Meeting for approval and making a decision.</p>			
<p><b>11.</b> Determining the wages of the Board of Directors members which shall be paid during their period of office.</p>			
<p><b>12.</b> Discussing and submitting selection of Independent Auditing Firm by Board of Directors in accordance with Turkish Trade LAW and Capital Market Board regulations to approval.</p>			
<p><b>13.</b> In accordance with the Articles of Association, discussing</p>			

<p>and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.</p>			
<p><b>14.</b> Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants ) stating indebtedness up to the amount allowed by Turkish Trade Law, Capital Market Law, Capital Market Statutes and relevant Statutes with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the 2014 financial period shall be discussed for approval.</p>			
<p><b>15.</b> In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Trade Law, Capital Market Law, Capital Market Statutes and relevant statutes and authorizing Board of Directors regarding determining the time and conditions for</p>			

approval.			
<p><b>16.</b> Submitting authorization of Board of Directors Members for carrying out works and actions written in items 395 and 396 of Turkish Commercial Code to shareholders for approval.</p>			
<p><b>17.</b> Informing shareholders regarding important transactions made in the scope of shareholders, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability without submitting to General Meeting for voting and finalizing.</p>			
<p><b>18.</b> Providing information regarding donations made to foundations, associations, public organizations and institutions for the</p>			

purpose of social welfare during the 2013 financial period of the company in the scope of Capital Market Statutes without voting and finalizing at General Meeting			
<b>19.</b> Informing shareholders regarding not providing and income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalized by General Meeting.			
<b>20.</b> Informing shareholders on the amounts spared for provisions spared and indemnities paid for damages for mental anguish based on cases against the Company based on publication without being voted and finalised by General Meeting.			

**Voting shall not be carried out for informing items**

**If the minority has a draft resolution, this shall also be stated in order for voting by proxy.**

**2. Instructions regarding any other matters that can surgance during General Meeting and use of minority rights:**

- a) The attorney is authorized to cast votes based on his/her opinion.
- b) The attorney is not authorized for representation regarding those subjects.

c) The attorney is authorized to cast votes based on the special instructions below.

**SPECIAL INSTRUCTIONS;** Special instructions of shareholders to attorneys, if any, are stated here.

**B) Shareholders select any of the options below and state the shares he/she wants his/her proxy to represent.**

**1. I approve representation of the shares detailed below by the proxy.**

a) Order and series:\*

b) Number/Group:\*\*

c) Amount-Nominal value:

ç) Whether it has a voting privilege:

d) Whether payable to holder - to the name:\*

e) Ratio of the shareholder to total shares/voting rights:

\* This information is not required for shares monitored for records.

\*\* For shares monitored for records, information regarding the group shall be provide instead of the number.

**2. I approve representation of my share included in the list prepared by MKK a day before general meeting regarding shareholders eligible to attend to general meeting by the attorney.**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)**

Republic of Turkey I.D.Number/Tax Number, Trade Register and Number and MERSİS number:

Address:

(\*) shareholders with foreign nationalities are required to present equivalents of the information stated, if any.