

## 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 2015 of the company Hürriyet Gazetecilik ve Matbaacılık A.S., the shareholder of which I am, and which shall be held on Tuesday, March 29th 2016 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;

- The proxy is authorized to cast votes based on his/her opinion.
- The proxy is authorized to cast votes based on suggestions of the partnership method.
- 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.			

<p>3. Submitting the appointment of Gündüz Kösemen as a Board Member to complete the remaining duty period of Ayşe Sözeri Cemal, who has retired from Board Membership position pursuant to Article 363 of Turkish Code of Commerce to the approval of Shareholders.</p>			
<p>4. Reading, discussing and submitting Board of Directors Activity Report for the 2015 financial year for approval.</p>			
<p>5. Reading, discussing and submitting Independent Auditing Firm Opinion for the 2015 financial year for approval.</p>			
<p>6. Reading, discussing and submitting financial statements for the 2015 financial year for approval.</p>			
<p>7. Relieving each Board of Directors Members and managers individually due to 2015 financial year activities, actions and accounts.</p>			
<p>8. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.</p>			
<p>9. 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>10. 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>11. Determining the wages of the Board of Directors members which shall be paid during their period of office.</p>			

<p>12. Discussing and submitting selection of Independent Auditing Firm by Board of Directors in accordance with Turkish Commercial Code and Capital Market Board regulations to approval.</p>			
<p>13. In accordance with the Articles of Association, discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the 2016 financial period shall be discussed for approval.</p>			
<p>14. Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Commercial Code, 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 2016 financial period shall be discussed for approval.</p>			
<p>15. In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Commercial Code, Capital Market Law, Capital Market Statutes and relevant statutes and authorizing Board of Directors regarding determining the time and conditions for approval.</p>			
<p>16. 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>17. 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>18. Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the 2015 financial period of the company in the scope of Capital Market Statutes without voting and finalizing at General Meeting</p>			
<p>19. 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.</p>			

**No voting is necessary for informative articles.**

**If the minority has a separate draft resolution, this shall be separately mentioned to guarantee voting in representation.**

**2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:**

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is not authorized to vote for these topics.
- c) Attorney is authorized to vote in line with the special instructions below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, to the attorney by the shareholder are mentioned in this section.

**B) The shareholder chooses one of the choices below to point out the shares that he/she prefers the attorney to represent for.**

**1. I herewith confirm that the shares of mine of which details are mentioned below shall be represented by my attorney.**

a) Group and Series:\*

b) Number/group:\*\*

c) Quantity-nominal value:

ç) Whether it is a multiple voting share or not:

d) Whether it is bearer or registered share certificate:

e) Proportion of the share certificate(s) with the total shares/vote rights the shareholder has:

\* Such information is not requested for those shares that are monitored on registries.

\*\* Information with the group shall be given, if available, to replace the number for those shares that are monitored on registries

**2. I herewith confirm representation by the attorney of all my shares listed in the list of shareholders that are authorized to attend the general assembly issued by CRA a day before the date of the General Assembly meeting.**

**SHAREHOLDER'S NAME/SURNAME or TITLE (\*)**

TR ID No/Tax No., Trade Registry and Number, MERSIS Number: Address:

(\*) Equivalent information shall be submitted, if available, of the information requested for a shareholder who is a foreign country citizen.

**Signature**