

**CONVOCAATION BY THE BOARD OF DIRECTORS
OF HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. FOR ORDINARY
GENERAL MEETING**

Our Company's Ordinary General Meeting for the accounting period of January 1, 2017 – December 31, 2017 shall convene on Thursday, March 29, 2018 at 11:00 a.m. in the Company's Registered Office located at Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Uskudar/Istanbul address to discuss and settle the items on its agenda.

Our shareholders may attend the meeting physically or they may cast their votes through the electronic platform of Electronic General Meeting System ("**e-KGS**") of **Central Registry Agency (MKK)** pursuant to the provisions of Article 1527 of Turkish Code of Commerce Nr. 6102. Those shareholders or their representatives who wish to attend the meeting through the electronic platform shall hold **an Electronic Signature Certificate.**

Our shareholders with an "electronic signature" who wish to attend to the Ordinary General Meeting over electronic medium are required to complete their procedures in accordance with the provisions stated on "Regulations regarding General Meetings of Stock Corporations Held on Electronic Medium" published in Official Gazette no 28395 dated August 28th 2012 and "Statement regarding electronic General Meeting System which shall be Used in General Meetings of Stock Corporations" published in Official Gazette no 28396 dated August 29th 2012. **Otherwise, they shall not able to attend the general meeting over electronic medium.** Our shareholders can receive necessary information regarding attending to general meetings over electronic media from (MKK) and/or MKK's website on www.mkk.com.tr.

Right to attend the general meeting and vote shall not presuppose allocation of shares pursuant to sub-clause 4 of Article 415 of Turkish Code of Commerce and sub-clause 1 of Article 30 of Capital Markets Board. Accordingly, **in the event that our shareholders wish to attend the General Meeting, they are not required to block their shares.**

Our shareholders who wish to attend the General Meeting **are required to fulfil the procedures disclosed by Central Registry Agency. Those whose names are included in the list of attendants drawn taking the "the list of shareholders" as provided by the Central Registry Agency may attend the General Meeting.** Checking whether those who arrived in the meeting hall physically to attend the Ordinary General Meeting are the shareholders or their representatives shall be made on the said list.

In order to cast their votes by proxy, our shareholders who shall not be able to attend to the meeting personally are required to submit their letters of attorney according to the sample below and submit their letter of proxy with a notarized signature to our Company after satisfying other matters stipulated in Capital Market Board's Statement regarding Voting by Proxy and Proxy Solicitation (II - 30.1), which came into effect after being published on the Official Gazette Nr. 28861 with December 24, 2013 date, without prejudice to rights and liabilities with respect to attending Ordinary General Meeting over electronic environment. You can obtain the sample letter of proxy form the Head Office of our Company and/or our from website at the address

www.hurriyetkurumsal.com. Name and surname of the attorney (representative) must be included in the list received from MKK (Central Registry Agency) should the authorization has been made over Electronic General Meeting System ("e-GKS"). A letter of proxy drawn in accordance with the legislation is required to be submitted should the authorization has not been made over e-GKS. An attorney in-fact who has been appointed through electronic mean over e-GKS is not required to submit a letter of proxy. **Those letters of proxy failing to comply with the samples made available in the attachment and stipulated in the Communiqué II.30.1 of CMB shall not be accepted under any circumstances due to our legal responsibility.**

Board of Directors Activity Report regarding the accounting period of January 1, 2017 – December 31, 2017, Financial Statements and Notes (together to be referred to as “Financial Report”), Opinion of Independent Auditing Firm, the offer of Board of Directors regarding No Distribution of Dividend, Donation and Aid Policy, Compliance Report to Corporate Management Principles, General Meeting Information document, the Procedure for Attending the General Meeting and proxy form and information notes which include necessary explanation in the scope of “Corporate Management Communiqué” (II - 17.1) of Capital Market Board shall be presented to our shareholders’ review starting from three weeks before meeting at the;

- Company’s head office at the address 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/İstanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch Office at the address Yeni Doğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5.Km., 01260 Yüreğir/Adana
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DMC Branch Office at the address Söğütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DPC Branch Office at the address Osmangazi Mahallesi, Özal Bulvarı, No.120, Esenboğa Yolu üzeri 15.km 06150 Sarayköy/Pursaklar/Ankara,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch Office at the address Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8.Km 07300 Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch Office at the address Odunluk Mahallesi, Akpınar Caddesi Green White Plaza No.5 Kat.6 D.16 Nilüfer/Bursa,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch Office at the address Orhangazi Mahallesi, 1650 Soaka. No.2 Doğan Media Tesisleri, Esenyurt/İstanbul,

- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch Office at the address Şehitler Caddesi, No:16,/1 Alsancak/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir DPC Branch Office at the address Fatih Mahallesi, Ege Caddesi, No:36, 35414 Gaziemir/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch Office at the address Nurođlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,

It will be made available to be examined by our shareholders in our Company's website www.hurriyetkurumsal.com and Public Disclosure Platform (KAP) (www.kap.gov.tr) and EKGS of MK.

Submitted for information of our Shareholders.

Truly yours,

**BOARD OF DIRECTORS OF
HÜRRIYET GAZETECİLİK VE MATBAACILIK A.Ş.**

**AGENDA OF THE ORDINARY GENERALMEETING OF
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
DATED MARCH 29,
2018**

1. Opening and election of a Chairman.
2. Empowering the Chairman in order to be authorised to sign the Minutes of the Meeting.
3. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2017 – December 31, 2017 for approval.
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2017 – December 31, 2017 for approval.
5. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2017 – December 31, 2017 for approval.
6. Releasing each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2017 – December 31, 2017.
7. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.
8. Determining the number of Board of Directors members and their period of office and election of Board of Directors members to serve for the period to be determined.
9. Notifying partners on "Wages Policy" determined for Board of Directors members and top management without submitting it to General Meeting for approval and making a decision in this respect.
10. Determining the wages of the Board of Directors members which shall be paid during their period of office.
11. Discussing and submitting the selection of Independent Auditing Firm by the Board of Directors to approval in accordance with the regulations of Turkish Code of Commerce and Capital Market Board.
12. Submitting Donation and Aid Policy of the Company to the approval of the Shareholders.

- 13.** Discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018, shall be discussed for approval and authorising the Board of Directors in this respect.
- 14.** Discussing and submitting authorisation of Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018 shall be discussed for approval.
- 15.** In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations and authorising Board of Directors for determining the time and conditions to approval.
- 16.** Submitting authorisation of Board of Directors Members for carrying out works and actions written in Articles 395 and 396 of Turkish Code of Commerce to shareholders for approval.
- 17.** Informing shareholders regarding important transactions made in the scope of shareholders with management power, 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 it to General Meeting for voting and finalising.
- 18.** Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the accounting period of January 1, 2017 – December 31, 2017 of the company in the scope of Capital Market Regulations without voting and finalising in the General Meeting,
- 19.** Informing shareholders regarding not providing any income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalised in the General Meeting.

POWER OF ATTORNEY

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I hereby appoint and empower, whose clear identity particulars are given below, to be duly authorised to represent me, to cast vote, to bid and sign documents and papers where necessary for and on my behalf during the Ordinary General Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. for the accounting period of 2017 to be held in the Head Office of the Company on March 29, 2018, Thursday, at 11:00 a.m., at Burhaniye Mahallesi, Kısıklı Caddesi, No:65 Uskudar/Istanbul.

Appointed Agent (*):

Name and Surname / Trade Title:

Turkish ID Number/Tax ID Number, Trade Registry and Number and MERSIS number:

(*) It is obligatory that equivalent information of the said information be submitted for agents of foreign nationality.

A) SCOPE OF REPRESENTATION POWER

One of the options listed as (a), (b) or (c) for the sections numbered 1 and 2 below and scope of the representation shall be determined.

1. As for Items In The Agenda Of The General Assembly, the agent shall be empowered to:

- a) Cast vote in accordance with his/her opinion,
- b) Cast vote in accordance with the suggestions of the partnership,
- c) Cast vote in accordance with the instructions specified in the table below.

Instructions:

In the event that the shareholder chooses option (c), agenda-specific instructions shall be provided by way of checking out one of the options (which is aye or nay) given for the agenda item of the general meeting and should the nay option is checked out, dissenting opinion requested to be included in the minutes of the meeting, if any, shall be indicated.

Agenda Items (*)	Aye	Nay	Dissenting Opinion
1. Opening and election of a Chairman,			
2. Empowering the Chairman in order to be able to sign the Minutes of the Meeting,			
3. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2017 – December 31, 2017			

for approval,			
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2017 – December 31, 2017 for approval			
5. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2017 – December 31, 2017 for approval,			
6. Releasing each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2017 – December 31, 2017,			
7. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval			
8. Determining the number of Board of Directors members and their period of office and election of Board of Directors members to serve for the period that is to be determined,			
9. Notifying partners on "Wages Policy" determined for Board of Directors members and top management without submitting it to General Meeting for approval and making a decision,			
10. Determining the wages of the Board of Directors members which shall be paid during their period of office,			
11. Discussing and submitting selection of Independent Auditing Firm by Board of Directors in accordance with Turkish Code of Commerce and Capital Market Board regulations to approval,			
12. Submitting Donation and Aid Policy of the Company to the approval of the Shareholders.			
13. Discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018, shall be discussed for approval and authorising the Board of Directors in this respect,			
14. Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations with the permission of Capital			

Market Board until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018 shall be discussed for approval,			
15. In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations and authorising Board of Directors for determining the time and conditions for approval,			
16. Submitting authorisation of Board of Directors Members for carrying out works and actions written in Articles 395 and 396 of Turkish Code Of Commerce to shareholders for approval,			
17. Informing shareholders regarding important transactions made in the scope of shareholders with management power, 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 finalising,			
18. Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the accounting period of January 1, 2017 – December 31, 2017 of the company in the scope of Capital Market Regulations without voting and finalising at General Meeting,			
19. Informing shareholders regarding not providing and income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalised in the General Meeting.			

No vote is taken for informative items.

Should the dissentive vote has a different draft resolution, it shall be separately indicated for the purpose of ensuring casting a vote by proxy.

2. Special instruction for other matters that may arise during the General Meeting and particularly for the use of dissentive vote rights:

- a) Agent appointed is empowered to cast vote in accordance with his/her opinion.
- b) Agent appointed is not empowered for such matters.
- c) Agent appointed is empowered to cast vote in accordance with the special instructions specified below.

SPECIAL INSTRUCTIONS: Special instructions, if any, to be given by the relevant shareholder to the agent appointed are indicated in this section.

B) Shareholder specifies the share(s) s/he wish his/her agent to represent by choosing one of the options listed below:

1. I hereby approve that my agent is authorised to represent my shares that are given in detail below.

- a) Type and series: *
- b) Number/Group: **
- c) Number-Nominal value:
- d) Whether there are any vote securities:
- e) Whether it is subscribed to holder-Name/Title:

*Such information is not required for shares on record.

** Information of the group, if available, shall be included instead of number for shares on record.

2. I hereby approve that my agent is authorised to represent my all shares listed in the list of shareholders fit to attend the general meeting as prepared by MKK one day before such meeting.

NAME AND SURNAME or TITLE OF THE SHAREHOLDER (*)

Turkish ID Number/Tax ID Number, Trade Registry and Number and MERSIS number:
Address:

(*) It is obligatory that equivalent information of the said information be submitted for agents of foreign nationality.

SIGNATURE