

**INFORMATION DOCUMENT REGARDING ORDINARY GENERAL
MEETING OF HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş
TO BE HELD FOR THE ACTIVITIES OF 2017**

PREFACE

Our Company's Ordinary General Meeting for the accounting period of January 1, 2017 – December 31, 2017 shall convene on Thursday, March 29, 2017 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.

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 Communique" (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 Nuroğlu 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.

GENERAL MEETING ATTENDANCE PROCEDURE

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 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 EKGS is not required to submit a letter of proxy. **Those letters of proxy failing to comply with the samples made available in the attachment (ANNEX/1) and stipulated in the Communiqué II.30.1 of CMB shall not be accepted under any circumstances due to our legal responsibility.**

According to Article 19 of our Articles of Association;

Principles mentioned below shall be applied in General Meetings.

a) Method of Summons: *General Meetings are held as ordinary or extraordinary. Turkish Code Of Commerce, Capital Market Law, Capital Market Board regulations and relevant statute provisions in effect are applied to summons for these meetings.*

Announcements regarding general meetings, along with methods stipulated with Regulations, shall be made over any kind of communication, including electronic communication, at least three weeks before the general meeting date in order to inform as much shareholders as possible. Said announcement shall be published on Public disclosure Platform, the Company's website and Turkey Trade Register Gazette.

The Company's website shall contain notifications and explanations required by the Company's statute, general meeting announcement and any notification and explanation required by Capital Market Law, Capital Market Board regulations and any relevant statute provisions in effect.

b) Time of Meeting: *The Ordinary General Meeting shall convene at least once a year. During these meetings, the issues to be discussed pursuant to the agenda are reviewed and settled.*

The Extraordinary General Meeting shall convene and adopt the necessary decisions in cases where and whenever required by the Company affairs in accordance with the provisions of the Turkish Code of Commerce, the Capital Markets Law and regulations of the Capital Markets Board as well as provisions of this Articles of Association.

c) Place of Meeting: *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 place of the city where the Company's head office is situated.*

d) Representation: During the General Meetings, the shareholders may have themselves be represented by a proxy who is a shareholder or not.

As regards to voting by proxy, the provisions of the Turkish Code of Commerce, Capital Markets Law, regulations of Capital Markets Law and the other applicable relevant regulations in force shall be complied with.

e) Participation in the Meeting: It is essential that the General Meetings are attended by the Board of Directors' managing directors as well as at least one member of the Board of Directors, and the authorized person of the Independent Audit Firm; besides, those who have responsibilities related to the topics on the agenda and those who have to make explanations, shall be present as well. If those persons who have to attend the meeting except due to a legal requirements, do not participate in the meeting, their reasons for not attending the meeting shall be presented to the notice of the General Meeting.

Shareholders may attend the General Meeting in accordance with the provisions of the Turkish Code Of Commerce, the Capital Markets Board and Merkezi Kayıt Kuruluşu A.S. (Central Registry Agency) regulations and the other relevant regulations in force. It is not possible for any shareholder and/or his/her proxy, who has not obtained any entry certificate in accordance with the relevant regulations, to attend the meeting, deliver a speech and/or cast a vote.

f) Chairman of the Meeting: The General Meetings shall be presided by a President, who is appointed by the General Meeting and who does not have to be a shareholder. The President shall determine the protocol writer as well as the vote collector if he/she considers it necessary, and shall thus form the presidency. If necessary, the vice-president may be appointed as well.

g) Representative of the Ministry: A Representative of the Ministry of Customs and Commerce shall be present during both the ordinary as well as extraordinary general meetings shall sign the minutes together with the authorised persons to sign the such minutes. The provisions of the relevant Turkish Code Of Commerce, the applicable regulations of the Ministry and other relevant and applicable regulations shall be complied with.

h) Voting Right and its execution: During the General Meetings, each share has one voting right. During the General Meetings, which shall be attended physically, votes are cast by lifting hands. Insofar; in case of the request of one twentieth of the shareholders represented in the meeting, secret voting shall be compulsory.

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.

ı) Meeting and Resolution Quorum: During all General Meetings of the Company, the provisions stipulated by the Capital Market Law and Capital Market Board regulations, as well as provisions of the Turkish Code Of Commerce shall be respectively applied in terms of the meeting and the resolution quorums.

i) Internal Regulation: The Board of Directors shall prepare an internal regulation comprising the rules about the working procedures and principles of the General Meeting in accordance with the relevant provisions of the Turkish Code Of Commerce and the regulations and communiques issued in the framework of this law, and submit it to the approval of the General Meeting. The internal regulation approved by the General Meeting shall be registered and announced in the Trade Registry.

j) Participation in the General Meeting by electronic media: Persons entitled to participate in the Company's general meetings may attend these meetings also by electronic media pursuant to Article 1527 of the Turkish Code Of Commerce. Along with the fact that the Company may establish the electronic General Meeting system, which shall enable the entitled persons to participate in the general meetings, make proposals and vote through electronic media, in the framework of the current regulation, the Company may also purchase services from the systems that have been established for this purpose. During all general meetings to be held, pursuant to this provision of the Articles of Association, it is ensured that the entitled persons and their representatives shall be able to execute their rights through this established system.

Submitted For Our Shareholders' Information,

Truly Yours,

BOARD OF DIRECTORS OF

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

TOTAL SHARE AMOUNT AND VOTING RIGHT REFLECTING THE PARTNERSHIP STRUCTURE OF THE COMPANY: INFORMATION REGARDING PRIVILEDGED SHARES AND SHARE AMOUNT AND VOTING RIGHT REPRESENTING EACH PRIVILEDGED SHARE GROUP

- THE COMPANY'S PARTNERSHIP STRUCTURE:

Shareholders	Share (in TRY)	Share (%)
Doğan Şirketler Grubu Holding A.Ş.	428.616.468	77,65
Traded In BIST and Other	123.383.532	22,35
SUM	552.000.000	100

- Total Share Amount Reflecting the Company's Partnership Structure :

552.000.000 shares

- Total Voting Rights Reflecting the Company's Partnership Structure :

552.000.000 votes

- Privileged Shares :

NONE.

**AGENDA OF THE ORDINARY GENERALMEETING OF HÜRRİYET
GAZETECİLİK VE MATBAACILIK A.Ş. DATED MARCH 29,
2017 AND ANNOUNCEMENTS REGARDING THE AGENDA**

1. Opening and election of a Chairman.

Reason	A Chairman and its board (Chairman Board), who shall govern the general meeting shall be elected in accordance with the provisions of the Turkish Code Of Commerce (TTK), Procedures and Principles of General Meetings Of Joint-Stock Companies as well as the Regulations of the Ministry of Customs and Trade On The Representatives of Ministry of Customs and Trade to be present in this Meeting.
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2. Empowering the Chairman in order to be authorised to sign the Minutes of the Meeting.

Reason :	General Meeting shall authorise the Meeting Chairman in order to be able to sign of the General Meeting Minutes.
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3. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2017 – December 31, 2017 for approval.

Reason :	Board of Directors Activity Report for the accounting of January 1, 2017 – December 31, 2017 shall be read and discussed in the General Meeting, and be submitted for approval in accordance with TTK (Turkish Code of Commerce) and applicable regulations. You can access the said documents in our Head Office and branches of the Company, on Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“e-GKS”) and on our website www.hurriyetkurumsal.com
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4. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2017 – December 31, 2017 for approval.

Reason :	Independent Auditing Firm Opinion for the accounting period of January 1, 2017 – December 31, 2017 shall be read and discussed in the General Meeting, and be submitted for approval in accordance with TTK (Turkish Code of Commerce), Capital Markets Boards Regulations. (You can access the said documents in our Head Office and branches of the Company, on Public Disclosure Platform (www.kap.gov.tr) and Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) Electronic General Meeting System (“e-GKS”) and on our website www.hurriyetkurumsal.com).
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5. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2017 – December 31, 2017 for approval.

Reason : Financial Statements for the accounting period of January 1, 2017 – December 31, 2017 shall be read and discussed in the General Meeting, and submitted for approval in accordance with TTK (Turkish Code of Commerce and applicable Regulations. You can access said documents in our Head Office and branches of the Company website at the address www.hurriyetkurumsal.com, Public Disclosure Platform (www.kap.gov.tr) and Electronic General Meeting System (“e-GKS”).

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.

Reason : 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 shall be submitted to General Meeting's approval in accordance with TTK and the provisions of the applicable Regulations.

7. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.

Reason : With our Board of Directors' decision dated March 5, 2017 and numbered 2018/04, it is unanimously resolved that;

- Shareholders be informed and it be submitted to the approval of the General Assembly that no profit distribution shall be made for the accounting period of January 1, 2017 – December 31, 2017 and this matter be submitted to the General Meeting for approval according to the financial statements for January 1, 2017 – December 31, 2017 financial period prepared in accordance with "Statement on Principles Regarding Financial Reporting on Capital Market" (II - 14.1) provisions of SPK and according to Turkish Accounting Standards (“TMS”) and Turkish Financial Reporting Standards (“TFRS”) as published by "Public Oversight, Accounting and Auditing Standards Institute (“KGK”), of which presentation principles have been defined according to SPK decisions on the subject and passed through independent auditing; a total of TL 264.505.378 "Net Period Loss" has occurred when considering "Deferred Tax Income", "Current Tax Expense", “Post-Tax Period Loss For Discontinued Operations” and "Non-Controlling Interest From Consolidated Participations" all together, adding "Previous Year Losses" amounting to TL 452.953.866,81 as calculated by the Dividend Guide announced in the Weekly Bulletin of CMB Nr. 2014/2 and dated January 27, 2014 in accordance with the regulations of SPK regarding profit distribution;
- Considering “Net Period Profit” amounting to TL 39.279.905,34, as remained after “Period Tax Expense” amounting to TL 2.029.211,74 has been extracted from “Period Profit” which amounts to TL 41.309.117,08, has occurred according to the accounting period of January 1, 2017 – December 31, 2017 as recorded in our financial records for such accounting period kept under Tax

Legislation and in accordance with the Uniform Chart Of Account published by the Ministry of Finance of Republic of Turkey, “Legal Reserves” amounting to TL 1.963.995,27 be reserved in accordance with the sub-article 1 of Article 519 of Turkish Code of Commerce, “Period Net Profit” amounting to TL 3.649.714,00 as remained after the part amounting to TL 33.666.169,07 acquired as a result of property sales (in Muğla Milas, Trabzon and Istanbul Bağcılar), which are exempted under KVK m5/1-e, be transferred to a “special fund account” in passive, not subjecting it to the distribution of dividend, be also transferred to the “General Reserves” and this be submitted to the approval of the General Assembly,

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.

Reason : General Assembly shall appoint the Board of Directors members in accordance with TTK (Turkish Code of Commerce) provisions, SPK (CMB) regulations and the provisions of the applicable Regulations:

According to Article 13 of our Articles of Association:

“The Company is managed and represented by a Board of Directors consisting of a minimum of 6 to a maximum of 9 members to be elected by the shareholders in the General Assembly.

the rate or number of the Board member(s) as determined by the Capital Markets Board shall be elected among the candidates bearing the quality of an independent member. As regards the determination, nomination of the independent Board member candidates, their number and qualities, their election, dismissal and/or quietus, the provisions of the Capital Markets Law, regulations of the Capital Markets Board and the any other relevant current regulations shall be applicable.

It is essential that the members of the Board of Directors are elected among persons who have the basic knowledge about the fundamental legal principles arranging the transactions and disposals related to the Company’s field of activity, who are trained and experienced in corporate management, capable of explicating financial tables and reports and who have preferably undergone higher education.

Majority of the Board Members is consisted of members not assigned in execution.

The members of the Board of Directors are elected to officiate for a period of maximum 3 years. The election is considered to have been made for one year unless the term of office is expressly stated in the General Assembly’s decision of election. Any member, whose term of office has expired, may be reelected. In the event that any of the memberships of the Board of Directors becomes vacant for any reason whatsoever, a person bearing the necessary qualifications shall be elected by the

Board of Directors to be presented to the approval of the first General Assembly to be convened. The said person shall complete the term of the person, for whose stead he/she has been elected, provided that his/her membership is approved by the General Assembly.

The General Assembly may dismiss any Board Member(s) at any given time in case a valid ground is available no matter whether there is a relevant article or item in the agenda in this respect.

A legal person who is a member of the General Assembly may change the person registered to act on his/her behalf at any given time.

According to our Board of Directors' resolution no 2018/08 dated March 5, 2018 as announced in Borsa Istanbul ("BIST") via KAP on March 6, 2018, Mr. Gündüz Kösemen has been accepted as Independent Board Member candidate.

Please find the resumes of the these Independent Board Members candidates in the annex (ANN/3).

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.

Reason : According to the Management Communiqué: II, No: 17.1 of Capital Markets Board, General Meeting shall be informed on the "Wages Policy" determined for Board of Directors members and top management.

10. Determining the wages of the Board of Directors members which shall be paid during their period of office.

Reason : The wages that shall be paid to Board of Directors members shall be determined in accordance with the provisions of Turkish Code of Commerce (TTK) and the provisions of the applicable Regulation.

According to Article 17 of our Articles of Association,

“Decisions regarding Board of Directors attendance fees, wages, annual dividends, bonuses and premiums shall be taken by the Board of Directors. The financial rights of Board of Directors members may differ based on their duties, authorities and responsibilities within the board of directors.

Capital Market Law, Capital Market Board regulations and relevant statute provisions in effect are observed when determining the financial rights granted to the independent board of directors' members.

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.

Reason : Independent Auditing Firm selection made by the Board of Directors shall be submitted to General Meeting for approval in accordance with Turkish Code of Commerce and Capital Markets Law and relevant legislation.

It is resolved that PwC Bağımsız Denetim ve Serbest Muhasabeci Mali Müşavirlik Anonim Şirketi (A member of PricewaterhouseCoopers) be assigned as a independent audit firm for the purpose of subjecting our financial reports of our Company for 2018 accounting period to independent auditing and conducting other relevant activities in accordance with the principles stipulated by Turkish Code of Commerce, Capital Markets Law and Decree Law Nr. 660 and secondary legislation applicable in this respect according to the resolution of our Management Board taken on March 5, 2018 under 2018/05 number as announced in BIST on March 6, 2018 via KAP and through the assent of our Audit Committee and such assignment be submitted to the approval of the General Assembly.

12. Submitting Donation and Aid Policy of the Company to the approval of the Shareholders.

Reason : For the purpose of conforming to the Corporate Management Communiqué of Capital Market Board (II-17.1), it is resolved that Donation and Aid Policy (ANNEX/2) of the Company be submitted 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.

Reason : According to clause 6 of item 3 of Articles of Association;

“The Company may grant aids and donations to departments subject to general budget, public budgeted administrations, Private Urban Administrations, Municipalities and Villages, Foundations, associations, institutions and organizations carrying out scientific research and development activities, universities, educational institutions and similar establishments and persons in line with the principles set forth by the Capital Market Board and under article 20 of the articles of association provided that such grants do not prevent the achievement of purpose and objects determined for the Company.”

According to item 20 of Articles of Association;

“In the framework of the principles mentioned in Article 3 of the Articles of Association, the upper limit of the charities and donations to be made by the Company during a fiscal term shall be determined by the General Meeting. Any donation, the amount of which exceeds the limit stated by the General Meeting, may not be made and the donations made shall be added to the distributable profit base value. It is compulsory that the donations made by the Company do not represent any contradiction to the profit shifting arrangements of the Securities Exchange Act, the Turkish Code Of Commerce and the other relevant regulations, that the necessary special material disclosures are made and that the donations made during the year are presented to the notice of the shareholders during the General Meeting.”

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.

Reason : Using alternative financing methods may always be discussed in order to act faster where necessary and to manage our capital structure in an effective and efficient manner.

In this regard, although not necessary for the current status, authorising Board of Directors on issuing capital market instruments stating indebtedness up to an amount permitted by TTK, SPK and relevant Regulations with the permission of SPK and determining the conditions for such issuance in 2018 shall be submitted to General Meeting for approval.

In the event that the agenda items have been approved by the General Assembly, our Company's ability to provide financing shall be increased.

According to Article12 of Articles of Association;

“Capital Market Board may issue any and all kinds of bills, commercial papers, participation dividend, profit/loss partnership certificates as well as any and all capital markets instruments and legal instrument to be accepted by the Capital Markets Board in accordance with the provisions of the Turkish Code of Commerce, Capital Market Law, regulations of the Capital Market Board and applicable legislation in order to be sold to the real persons and/or legal entities within and outside of the country.”

The capital market instruments and legal instruments may be issued under this article by a board resolution if such issue is allowed under the provisions of the Turkish Code of Commerce and Capital Market Law and in case of such instruments whose issuance requires a general assembly resolution, the general assembly may authorise the board of directors to determine the time and conditions of such issuance.”

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.

Reason : In accordance with the Article 23 of the Articles of Association,

“The Board of Directors distribute dividend advance under the condition that it has been duly authorised to do so and it has observed the Article 20 of Capital Markets Law and applicable Regulations of Capital Markets Board on the subject.”

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.

Reason : Authorising Board of Directors members to performs the deeds and actions stated in Article 395 with the title "Transaction with Company, Indebtedness to Company Prohibition" and Article 396 titled "Competition Prohibition" of Turkish Code of Commerce is submitted to General Meeting 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.

Reason : According to Capital Markets Board Corporate Management Communiqué (II - 17.1), shareholders have to be informed 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.
Accordingly,

“No transactions exist 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.”

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,

Reason : In accordance with Corporate Management Communique of SPK (Capital Markets Board) Nr. II - 17.1, our Company has informed general meeting regarding the donations made throughout the year. This article is available in the agenda as required by SPK Communique and is only for information purposes. Therefore, this article shall not be approved or rejected by the general meeting.

- Our company has donated a total of TL 849.574 in 2017. This amount is below the amount determined by the General Assembly.

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.

Reason : According to the provisions of the Corporate Management Communique no II - 17.1, shareholders shall be informed that no income or benefits have been provided to third persons by securities, pledges, liens and sureties.

ANNEXES:

- 1- A Copy of Power of Attorney
- 2- Donation And Aid Policy
- 3- Resumes of the Independent Board Members Nominees

ANNEX/1

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

**HÜRRİYET
GAZETECİLİK VE MATBAACILIK A.Ş.
DONATION AND AID POLICY**

1. PURPOSE

The purpose of donation and aid policy is to specify the principles of donation and aids provided by Hürriyet Gazetecilik ve Matbaacılık A.Ş. under its social responsibility activities.

2. SCOPE

The scope of donation and aid policy is Hürriyet Gazetecilik ve Matbaacılık A.Ş. and its subsidiaries.

3. OBJECTIVE

The objective of donation and aid policy is to enable such donation and aids to be executed in accordance with the applicable laws and regulations and with social responsibility approach of Hürriyet Gazetecilik ve Matbaacılık A.Ş. as well as determining the principles of and authorisations for such donation and aids.

4. DEFINITION AND ABBREVIATIONS

Company: Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Articles of Association: Articles of Association of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

SPK: Capital Markets Board

SPK: Capital Markets Law

Donation: Any kind of earning made to the donee for free and under any or no conditions.

Aid: Partial or whole provision of a good or service required for free should the other party requests such provision or under the conditions that such assistance is certified/reported to be used in accordance with its purpose.

TTK: Turkish Code of Commerce

TBK: Turkish Code of Obligations

5. ROLES AND RESPONSIBILITIES

5.1. Board of Directors

Board of Directors observes and/or approves:

- a. Donation and aid policy be established under the applicable legal regulations.
- b. Donation and aid policy to be established and updates to be made where necessary.
- c. Donation and aids to be made within an accounting period and its amounts and observes its execution. The Board of Directors shall submit to the General Assembly to determine an upper limit for such donation and aids.

d. Such donation and aids be in conformity with the policies of Hürriyet Gazetecilik ve Matbaacılık A.Ş., resolutions of TTK, SPK, SPK Regulations and Resolutions as well as legal provisions of TBK, Tax Laws and other regulations including the Articles of Association and resolution of General Assembly.

5.2 Executive Board

Executive Board shall:

- a. Reviews the donation and aid policy to be established and updates to be made where necessary and submit it to the Board of Director for approval.
- b. Determine the organisations where such donation and aids will be made as well as the type and amount of such donation according to the corporate social responsibility approach of Hürriyet Gazetecilik ve Matbaacılık A.Ş. and submit it to the Board of Director for approval.
- c. Reviews whether such donation and aids are in conformity with the policies of Hürriyet Gazetecilik ve Matbaacılık A.Ş., of TTK, SPK, SPK Regulations and Resolutions as well as legal provisions of TBK, Tax Laws and other regulations including the Articles of Association and resolution of General Assembly.
- d. Makes sure donation and aids to be made within an accounting period conform to the principles specified in this Policy and are applied.

5.3. Chief Financial Officer

6.1. Donation And Aid Policy Of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

It is obligatory that there be a provision in the Articles of Association in order for our Company to make donation.

Our Company may grant aids and donations to departments subject to general budget, public budgeted administrations, Private Urban Administrations, Municipalities and Villages, Foundations, associations, institutions and organizations carrying out scientific research and development activities, universities, educational institutions and similar establishments and persons in line with the principles set forth by the Capital Market Board and under article 20 of the articles of association provided that such grants do not prevent the achievement of purpose and objects determined for the Company under the scope of TTK, SPK, SPK Regulations and Resolutions as well as legal provisions of TBK, Tax Laws and other regulations including the Articles of Association and resolution of General Assembly.

Hürriyet Gazetecilik ve Matbaacılık A.Ş may grant donation and aids to education, health, sports, culture and arts, environment etc. as well as for the future and development of and for the investments of the young generation of the country under the scope of its corporate social responsibility activities.

Such donation and aids may be made in cash and/or in kind.

The upper limit of the donation and aid to be made by the Company during an accounting period shall be determined by the General Assembly. Any donation, the amount of which exceeds the limit stated by the General Meeting, may not be made and the donations made shall be added to the distributable profit base value.

Such donation and aids may be granted under the condition that “net distributable period profit” have been calculated according to the latest financial tables announced to the public in accordance with the Regulations and Resolutions of the Hürriyet Gazetecilik ve Matbaacılık A.Ş., SPK and SPK.

It is compulsory that the donations made by the Company do not represent any contradiction to the provisions of the hidden income transfer available in the Regulations and Resolutions of SPK and SPK as well as provisions of TTK, TBK and other applicable regulations, that necessary material disclosures are made and that necessary information on the donations made during the year are submitted to the notice of the shareholders during the General Meeting.

Hürriyet Gazetecilik ve Matbaacılık A.Ş. may establish foundations for its members for social purposes and participate in and provide assistance to such foundations, too.

ANNEX/3

RESUMES OF THE INDEPENDENT BOARD MEMBER NOMINEES

DEĞERHAN USLUEL

A graduate from TED Ankara College in 1988 and from the department of Electrical And Electronics Engineering in Bilkent University with a full scholarship, Değerhan USLUEL also holds a 1994 MBA Degree in Business from Rensselaer Polytechnic Institute (RPI).

He founded iLinc, the first company in web conference sector in the US, in 1994. Receiving investments from Intel and venture capital companies, iLinc has won many awards in the areas of web conferencing, virtual classrooms, and e-learning by developing innovative technologies. As CTO, CEO and Board Member, he led the company to reach \$ 500 million NASDAQ stock exchange value through organic growth and corporate mergers.

Between 2002 and 2007, he studied on large data and analytical modelling solutions in finance and telecommunication sectors. He led the company's Analytical Customer Life Cycle solutions assigned in CMO position in KXEN software company in San Francisco. Included in the Gartner Customer Data Mining category as Visioner, KXEN was later acquired by SAP.

He is now a Board Member of Usluel Şirketler Grubu, which operates Technology Development Foundation of Turkey and Luxembourg-based Turkish Investment Initiative investment fund with EUR 360 million worth as well as conducting infrastructure projects on energy, rail systems and communication. Değerhan Usluel is married and is father of two children.

SEDAT GÜMÜŞOĞLU

Starting his professional career in 1994 and worked in the finance departments of a number of companies, Sedat Gümüőođlu joined Turkcell İletiőim Hizmetleri A.ő. in 1997 and served as a manager in departments of International Reporting, Budget and Investors Relations. He also took part in the incorporation process of Digiturk, the first digital platform in Turkey, in 1999. He served as a Chief Financial Officer (CFO) of the company from 2000 to 2008. He took part in the board of directors of the companies affiliated to the Group throughout his period of office. Transferring to another sector in 2008, Gümüőođlu started to work in U.N. Ro-Ro, a Ro-Ro operator engaging in international shceduled maritime transportation as a Chief Financial Officer (CFO) for three years and he was promoted as the Chief Executive Officer (CEO) of the company in 2011 and continued to serve in the company until 2017. He also participated in the Board of Directors of Türklim, an organisation for the board of directors and port sector, throughout his period of office. Sedat Gümüőođlu graduated from the faculty of Economic and Administrative Sciences in Uludađ University. He is married and father to one child.

GÜNDÜZ KÖSEMEN

Gündüz Kösemem graduated from Robert College in 1958. Holding General Coordinatorship position in Egemak A.Ş., a company of Koç Holding A.Ş., between 1967-1971, Mr. Kösemem served as a Commercial Affairs Director in Otoyol Sanayii A.Ş., owned by the same Group, between 1971-1973. He worked as a General Manager and Board Member in Opar A.Ş., a company of Koç Holding A.Ş., between 1973-1997. He also served in a number of Board Member positions in Kıraça Holding A.Ş. between 1998-2015. He is married and has a son.