

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**INVITATION FOR ORDINARY GENERAL ASSEMBLY MEETING**  
**FROM THE BOARD OF DIRECTORS**

Ordinary General Assembly of our Company for January 1, 2018 – December 31, 2018 period shall convene in the Head Office of our Company on March 29, 2019, Friday, at 11:00 a.m. in 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul address to discuss and decide the agenda items.

The company shareholders may participate in the meeting physically in accordance with the provisions of Article 1527 of the Turkish Commercial Code ("TTK") number 6102, or may vote by participating in the meeting electronic environment, through the Electronic General Assembly System ("e-GKS") of the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. "MKK"). Shareholders or their representatives who wish to participate in the Ordinary General Assembly Meeting in electronic environment must be in possession of the Electronic Signature Certificate.

Shareholders holding an "electronic signatures" who would like to participate in the Ordinary General Shareholders' Meeting in electronic environment, should complete the relevant participation transactions in accordance with the provisions of the "Regulation on General Assemblies to be Made in Electronic Media in Joint Stock Companies" published on August 28, 2012 in the Official Gazette number 28395, and the provisions of the Communiqué on Electronic General Assembly System to be Implemented in General Assemblies of Joint Stock Companies "published on August 29, 2012 in the Official Gazette number 28396. Otherwise, the attendance to the General Meeting in electronic form will not be possible. The company shareholders may obtain the necessary information regarding participation in the general meeting in the electronic environment from the CRA and/or the website of the CRA accessible at "www.mkk.com.tr".

Pursuant to the paragraph 4 of Article 415 of the Turkish Commercial Code and paragraph 1 of Article 30 of the Capital Markets Law ("SPK"), the right to participate and vote in the General Assembly is not subject to the requirement of storing the shares. In this framework, shareholders are not required to block their shares if they wish to attend the Ordinary General Shareholders' Meeting. Our shareholders who wish to attend the Ordinary General Meeting must fulfill the procedures declared by the CRA to the public.

Only the shareholders whose names are listed on the list of attendees created by considering the "shareholders' list" provided by the CRA can attend the Ordinary General Assembly Meeting.

The check to verify whether the persons who come physically to the meeting room for participating in the Ordinary General Meeting are shareholders or representatives, shall be made on the basis of the mentioned list.

Without prejudice to the rights and obligations regarding the participation in the Ordinary General Assembly Meeting held in the electronic environment, the shareholders who cannot participate in the General Meeting personally, may use the voting rights through proxy by submitting to the Company a power of attorney, prepared in accordance with the following example, (which signature is legalized by the notary public) and by complying with the other matters provided for in the II-30.1 "Voting by Proxy and Collection of Proxies by Convocation Communiqué" of the Capital Markets Board ("CMB"), published in the Official Gazette number 28861 dated 24.12.2013 and entered into force. A sample of the Power of Attorney Form can be obtained from our Company headquarters or from our Corporate Web Site at [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com). If the authorization is made via e-GKS, the name (surname) of the proxy (representative) must be found in the list obtained from the MKK. If the authorization is not made via e-GKS, it is necessary to submit a power of attorney in conformity with the legislation. The proxy appointed by electronic means via e-GKS is not obliged to submit an authorization document. Power of attorneys which do not comply with the example of the power of attorney reported in the annex and considered compulsory by the CMB Communiqué II-30.1, shall not be accepted due to our legal responsibility.

General Assembly Information Document, Procedure for Participation in the General Meeting, the Power of Attorney Form, and the information notes containing necessary explanations within the scope of II-17.1 "Corporate Governance Communiqué" of the CMB, will be made available for examination by our shareholders, by being published at least three weeks before the meeting at the headquarters and branches of the Company,

- At the Company Headquarters located at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch located at Yeni Dođan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5. Km. 01260 Yüređir/Adana,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DMC Branch located at Söđütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,

- At the Ankara DPC Branch located at Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenbođa Yolu üzeri 15. Km 06150 Sarayköy Pursaklar/Ankara,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch located at Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8. Km. 07300 Muratpaşa/Antalya,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch, located at Odunluk Mahallesi Akpınar Caddesi Green White Plaza No:5 Kat:6 D:16 Nilüfer /Bursa,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch, located at Orhangazi Mahallesi, 1650 Sokak, No:2, Demirören Media Tesisleri Esenyurt/İstanbul,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch located at Şehitler Caddesi, No:16/1 Alsancak/İzmir,

- At the Hürriyet Gazetecilik ve Matbaacılık - A.Ş. İzmir DPC Branch, located at Fatih Mahallesi, Ege Caddesi, No:36, 35414 Gaziemir/İzmir.

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch, located at Nurođlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,

And at our Corporate Internet Site [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) and on the Central Registry Agency's Electronic General Assembly System e-GKS

Kindly submitted to the attention of our esteemed shareholders.  
Best Regards,

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

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING**  
**DATED 29 MARCH 2019**

1. Opening of the meeting and appointment of the Meeting Council.
2. Authorization of the Meeting Council to sign the Meeting Minutes.
3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.
4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.
5. Reading and discussing the Financial Statements pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting them for approval.
6. Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts pertaining to the fiscal period from 1 January 2018 to 31 December 2018.
7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.
8. Presenting to the approval of the General Assembly, the election of Mehmet Koray Yanç, who was elected as per our Company's Board of Directors Resolution no. 2018/34 and dated 16.07.2018 to hold office until the first General Assembly Meeting, as Board Member for the same office term as those of the current Board Members.
9. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that, as per the "Remuneration Policy", no payment is made to Board Members and senior executives.
10. Determination of the remuneration to be paid to the Board Members during their terms of office.
11. Discussing and presenting for approval the Board of Directors' suggestion concerning the selection of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
12. Discussing and presenting for approval the setting of an upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.
13. Discussing and presenting for approval the authorization of the Board of Directors with respect to issuance of capital market instruments representing indebtedness (including warrants), as permitted by the Capital Markets Board and limited to the amount allowed under the Turkish Commercial Code,

Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such issuance, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.

- 14.** Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.
- 15.** Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.
- 16.** Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.
- 17.** Without submitting it to voting and resolving on it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from 1 January 2018 to 31 December 2018, within the framework of the Capital Market Legislation and related regulations.
- 18.** Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favour of third persons.

**POWER OF ATTORNEY**  
**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

I do hereby appoint a ....., identified below in details, to represent me in line with the my opinions described below, to vote on my behalf , to submit proposals and to sign the required documents, at the Ordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. that will be held on Friday, March 29, 2019 at 11:00, at 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul.

The proxy (\*);

Name/Surname/Trade Name:

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:

(\* ) Foreign proxies are obliged to submit equivalent information, if available.

**A) SCOPE OF REPRESENTATION AUTHORITY**

The scope of representation authority for the sections 1 and 2 given below, should be determined by selecting one of the options (a), (b), or (c).

1.About the issues included in the agenda of the General Assembly;

a)The proxy is authorized to vote in accordance with his/her own opinion.

b)The proxy is authorized to vote in accordance with the proposal of the partnership management.

c)The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the shareholder select the option (c), the specific instructions on the agenda are provided by marking one of the options (accept or reject) given in front of the agenda item and - if the reject option is marked - by indicating the dissenting opinion requested to be written in the general meeting minutes.

<b>Agenda Items (*)</b>	<b>Admission</b>	<b>Rejection</b>	<b>Dissenting Opinion</b>
1. Opening of the meeting and appointment of the Meeting Council.			
2. Authorization of the Meeting Council to sign the Meeting Minutes.			
3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.			
4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.			

<p>5. Reading and discussing the Financial Statements pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting them for approval.</p>			
<p>6. Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts pertaining to the fiscal period from 1 January 2018 to 31 December 2018.</p>			
<p>7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.</p>			
<p>8. Presenting to the approval of the General Assembly, the election of Mehmet Koray Yanç, who was elected as per our Company's Board of Directors Resolution no. 2018/34 and dated 16.07.2018 to hold office until the first General Assembly Meeting, as Board Member for the same office term as those of the current Board Members.</p>			
<p>9. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that, as per the "Remuneration Policy", no payment is made to Board Members and senior executives.</p>			
<p>10. Determination of the remuneration to be paid to the Board Members during their terms of office.</p>			

<p>11. Discussing and presenting for approval the Board of Directors' suggestion concerning the selection of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.</p>			
<p>12. Discussing and presenting for approval the setting of an upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.</p>			
<p>13. Discussing and presenting for approval the authorization of the Board of Directors with respect to issuance of capital market instruments representing indebtedness (including warrants), as permitted by the Capital Markets Board and limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such issuance, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.</p>			

<p>14. Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.</p>			
<p>15. Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.</p>			
<p>16. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of</p>			

their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.			
17. Without submitting it to voting and resolving on it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from 1 January 2018 to 31 December 2018, within the framework of the Capital Market Legislation and related regulations.			
18. Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favour of third persons.			

There is no voting on information items.

If the minority has a separate decision draft, it is also specified, providing the vote by proxy.

2.Special instructions on other matters that may arise in the General Assembly meeting and in particular on the exercise of minority rights:

- a)The proxy is authorized to vote in accordance with his/her own opinion.
- b)The proxy is not authorized to represent the shareholder in these matters.
- c)The proxy is authorized to vote in accordance with the following specific instructions.

**SPECIAL INSTRUCTIONS;** Indicate here the specific instructions to be given by the shareholder to the proxy, if any.

B)The shareholder specifies the shares he/she wishes to be represented by the proxy, by selecting one of the following options.

1.I do hereby approve the representation by the proxy of the shares specified in detail below.

- a)Order and series: \*
- b)Number/Group: \*\*
- c)Number-Nominal value:

ç)Whether the vote is a privileged vote or not:

d)Bearer share-Registered share: \*

e)Percentage of total shares/voting rights owned by the shareholder:

\*This information is not requested for the shares being monitored through registration.

\*\*In case of shares being monitored through registration, the share number will be substituted with the information about the group, if any.

2.I do hereby approve the representation by proxy of all my the shares listed in the list of shareholders who may participate in the general meeting prepared by CRA a day before the general assembly date.

**SHAREHOLDER'S NAME SURNAME OR TITLE (\*)**

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:

Address:

(\*) Foreign shareholders are obliged to submit equivalent information, if available.

**SIGNATURE**