

## HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

### LETTER FROM THE BOARD OF DIRECTORS

Our Board of Directors has called and invited the General Assembly of Shareholders of our Company for its annual ordinary meeting at the Company headquarters at the address of Hürriyet Medya Towers, Güneşli / İstanbul at 10:30 hrs on Thursday, May 29<sup>th</sup>, 2008, in order to discuss and decide on the following agenda items.

Our shareholders who have already dematerialized their shares in the files of the Central Registration Repository (CRR) and who wish to attend the General Assembly meeting are required to be personally registered and recorded in the "General Assembly Blocking List" by no later than 17:00 hrs on Tuesday, May 27<sup>th</sup>, 2008, in accordance with the general assembly blocking procedures determined by CRR. Accordingly, our shareholders who fail to submit and deliver to the authorized officers before the General Assembly meeting a "general assembly blocking letter" to be delivered by CRR to our shareholders who are personally registered and recorded in the "General Assembly Blocking List" will unfortunately not be allowed to use their rights to speak and vote in the meeting.

As also stated in the General Letter no. 294 of CRR, pursuant to the provisions of Temporary Article 6 of the Capital Markets Law, only our shareholders who have dematerialized their share certificates and who submit and deliver a "general assembly blocking letter" before the General Assembly meeting will have the right and be allowed to attend the General Assembly meeting and use their shareholding rights therein.

Our shareholders who will not be able to attend the General Assembly meeting in person are required to issue and grant a power of attorney in the following format and to fulfill and complete other requirements and conditions specified by the Communiqué, Serial IV No. 8, of the Capital Markets Board published in the Official Gazette edition 21872 on 09.03.1994 and to submit a notary-certified copy thereof.

The Financial Statements and their Footnotes, and the Board of Directors' Activity Report and its Profit Distribution Proposal, and Board of Auditors' Report, and Independent Audit Firm Report, relating to the accounting period of 01.01.2007 – 31.12.2007 will be made available for inspection by our shareholders in our Company headquarters as from 07.05.2008. Beside the listed documents, copies of "General Assembly Information Document", "General Assembly Participation Procedure" and power of attorney will also be made available at the website address [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) of our Company as from the same date.

Presenting such information to the attention of our shareholders, we remain

Truly yours,

Hürriyet Gazetecilik ve Matbaacılık A.Ş.  
Chair of Board of Directors

## AGENDA

1. Election of Chairmanship Committee members.
2. Authorization of Chairmanship Committee to sign the meeting minutes in the name of the General Assembly of Shareholders.
3. Reading, discussion and approval of the Board of Directors' Activity Report, and Board of Auditors' Report, and Independent Audit Firm Report, and the Financial Statements and their Footnotes relating to the accounting period of 01.01.2007 – 31.12.2007.
4. Release of each of the Directors and the members of Board of Auditors separately from their liabilities relating to their activities, transactions and accounts in 2007.
5. Discussion and decision on the proposal of the Board of Directors in respect of distribution of profit of 2007 accounting period.
6. Election of Directors for 2008 accounting period.
7. Election of members of Board of Auditors for 2008 accounting period.
8. Decisions on the remunerations and fees payable to the Directors and the members of Board of Auditors for 2008 accounting period.
9. Decision on approval of Independent Audit Firm selected by the Board of Directors pursuant to the capital markets laws and the regulations and bylaws of the Capital Markets Board.
10. Pursuant to the provisions of Article 30 of the Articles of Association of the Company, taking decisions as to authorization of the Board of Directors with regard to exchange of shares, and acquisition and/or sale of assets worth in excess of 10% of total assets of the Company at one time, and leasing or hiring of such assets, and making donations and grants in an amount in excess of 1% of total assets of the Company during the accounting period of 01.01.2008 – 31.12.2008, and establishing mortgages and pledges and giving guarantees and collaterals in favor of third parties in a total amount in excess of 25% of total assets of the Company shown in its last balance sheet disclosed to public (50% for the non-cash credits of banks) in the accounting period of 01.01.2008 – 31.12.2008.
11. Decision on approval of authorization of the Board of Directors to issue capital market instruments of indebtedness and to determine the conditions of issue thereof up to the maximum amount permitted by Article 12 of the Company Articles of Association, by permission of the Capital Markets Board, and by the pertinent provisions of the Turkish Commercial Code, Capital Markets Law and other applicable laws and regulations.
12. Decision on authorization of the Board of Directors to distribute dividend advances for the year 2008, within the frame of Article 38 of the Company Articles of Association and in compliance with Article 15 of the Capital Markets Law and other related legislative acts of the Capital Markets Board.
13. Authorization of the Directors for engagement in business affairs and operations enumerated in Article 14 of the Articles of Association of the Company and Articles 334 – 335 of the Turkish Commercial Code.
14. Informing the General Assembly of Shareholders about the Profit Distribution Policy of our Company.
15. Informing the Shareholders about the donations and grants provided by the Company to foundations, associations and public entities and institutions for charitable and social assistance purposes, and about the provisions set aside for the actions for non-pecuniary damages brought forward against the Company with regard to its broadcasts and publications, and about the amounts of damages paid for the same, and other relevant issues, during the accounting period of 01.01.2007 – 31.12.2007.
16. Wishes

## FORM OF POWER OF ATTORNEY

### POWER OF ATTORNEY

**TO : DOĞAN YAYIN HOLDİNG A.Ş.  
CHAIR OF BOARD OF DIRECTORS**

I, the undersigned, hereby appoint, empower and delegate ..... as my proxy fully authorized to represent me, and to vote and file motions in my name, and to sign the required documents in the name of me, all in line with my opinions marked below, in the Annual Ordinary Meeting of the General Assembly of Shareholders of Hürriyet Gazetecilik ve Matbaacılık A.Ş., where I hold and own capital shares, to be held in respect of the accounting period of 01.01.2007 – 31.12.2007 at the address of Evren Mahallesi, Gülbahar Caddesi, Hürriyet Medya Towers, Güneşli / Istanbul at 10:30 hrs on 29/05/2008.

#### **(A) SCOPE OF THE POWERS GRANTED TO PROXY:**

- a) The proxy is authorized to vote on all agenda items and topics in line with his own opinions.
- b) The proxy is authorized to vote on agenda items and topics in line with the following instructions:  
**Instructions:** (Please insert your special instructions.)
- c) The proxy is authorized to vote on agenda items and topics in line with the motions and proposals of the Company management.
- d) On other issues or motions that may be put on agenda of the meeting, the proxy is authorized to vote in line with the following instructions:  
**Instructions:** (Please insert your special instructions.)

#### **(B) SHARE CERTIFICATES OWNED AND HELD BY THE SHAREHOLDER:**

- a) Class and Rank
- b) Number
- c) Quantity & Nominal Value
- d) Whether privileged in voting or not
- e) Registered or Bearer Shares

#### **NAME & SURNAME AND POSITION OF THE SHAREHOLDER**

**SIGNATURE**

**ADDRESS**

Note: In Section (A), one of the alternatives (a), (b) or (c) will be chosen. Explanations will be given for alternatives (b) and (d).