

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**GENERAL ASSEMBLY INFORMATIVE DOCUMENT**

**1. The election of the Presidency Council**

According to the conditions of the Turkish Commercial Law and the Ministry of Trade Regulation, the president and the council to direct the General Assembly will be elected.

**2. Giving authority to the Presidency Council to sign the minutes of the meeting**

According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, for the arranging the reports of the decisions taken in the general assembly the authorisation will be given to the Presidency Council.

**3. To read, to discuss and to approve the Board of Directors Activity Report, the Company Auditing Board and Independent Auditing Reports and the Financial Tables and the footnotes for the accounting period of the year 2007**

The Board of Directors Activity Report, the Auditing Board and Independent Auditing Reports for the accounting period 1st January 2007 – 31st December 2007 will be read in the general assembly. The reports will be open to discuss and will be voted separately.

The Board of Directors 2007 Activity Report, the Auditing Board and Independent Auditing Reports can be obtained from the Company centre and through the Company web site ([www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com)).

**4. To acquit the members of the Board of Directors and the Auditing Board from the activities, transactions and accounts for the year 2007**

The acquit of the members of the Board of Directors and the Auditing Board from the activities, transactions and accounts for the year 2007, according to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation will be presented to the approval of the general assembly.

**5. To discuss and to make a decision for the offer of the board of directors for the profit distribution of the 2007 accounting period**

With the decision taken on the 1st May 2008 by the company board of directors related to the profit distribution of the year 2007, it has been decided to distribute 50,31% of the net distributable period profit of 77.522.212 YTL (39.000.000 YTL) as gratis shares and to separate the rest 50.393.566 YTL as "extraordinary spare income" and to present for the approval of this point to the Ordinary General Assembly on the 29th May 2008. The gratis profit share distribution of 421.000.000 YTL is 9,26366 % of the issued capital and hence a gratis of 9,26366 Ykr amount will be distributed gratis for each share having nominal value of 1 YTL.

**6. The election of the members of the Board of Directors for the 2008 accounting period**

According to the conditions of the Turkish Commercial Law and the Ministry of Trade Regulation, the general assembly will determine the number of the member of the board of the directors and the

suggested candidates will be presented to the approval of the General Assembly. The C.V. of the Board of Directors candidates will be presented to the partners attending the General Assembly.

### **The conditions related to the election of the Board of Directors**

According to the 13th article of the Articles of Association, it is essential the board of directors having 6 to 9 members. Minimum 1/3 of the members must be from the independent members according to the SPK Institutional Management Principles. Also the regarding to the elected members, the minimum specifications have been stated in the Company Articles of Association. According to this: "It is essential to choose the members of the board of directors having the main information related to the legal principles arranging the transactions and processes of the company's activities; they must have company management qualification and be expert and have ability to analyse the financial tables and the reports; preferentially they are graduated from university." The members of the board of directors are elected to work for maximum three years period. The member expiring its period can be re-elected.

If it is found necessary, the General Assembly can change the members of the Board of Directors at any time.

**7. The election of the members of the Auditing Board for the 2008 accounting period**  
According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, the auditors to fulfil the internal auditing activities of the companies will be determined and will be presented to the approval of the participants.

According to the 23rd article of the articles of Association, the General Assembly elects minimum two auditors among share holders or from exterior. The auditors are elected to work for maximum three years period. If their working period is not stated in the election decision of the General Assembly, it is accepted that the election has been made for a year. The auditor expiring its period can be re-elected.

### **8. To take the decision related to the wages to be paid to the members of the Board of Directors and the Auditing Board for the accounting period 2008**

According to the conditions of the Turkish Commercial Law and the Ministry of Industry and Trade Regulation, the wages to be paid to the members of the Board of Directors and the Auditing Board will be determined and will be presented to the approval of the participants. In the determination of the wages to be paid to the president, vice president and members of the Board of Directors by the General Assembly, the period they spend before and after the meeting for preparation and for their tasks and the wages given to the committee members along with the president of the Execution Committee are taken into consideration. Also whether attendance share to the participants for every meeting will be paid or not and if it will be paid the amount will be determined by the General Assembly. Whether a wage to the committee president and its members not being a member of the Board of Directors will be paid or not and if it will be paid the decision to arrange a committee related to the amount and the conditions will be determined by the Board of Directors. (Art.22 of Articles of Association).

A wage monthly or annually determined by the General Assembly will be paid to the Auditors. (Art.25 of Articles of Association )

**9. Within the frame of the Capital Markets Regulation and the arrangements of the Capital Markets Board, to take the decision for the approval of the Independent Auditing Institution elected by the Board of Directors**

According to the 24th article of the announcement Serial: X No: 16 of the Capital Markets Board, the election of the Independent Auditing Institution determined by the Board of Directors will be presented to the approval of the General Assembly.

With the decision dated 1st May 2008 by the Company Board of Directors; within the frame of the related conditions of the Capital Markets Regulation and with the opinion of our Auditing Committee, it has been decided to elect Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. (Pricewaterhouse Coopers) as the independent auditing institution our company will work for the 2008 accounting period and to present this point to the approval of the shareholders in the ordinary general assembly made related to the 2007 accounting period.

**10. To decide on giving authorisation to the Board of Directors, within the frame of the 30th article of the company main contract, for the share changes, to acquire and/or to sell the values more than 10% of the total actives of the company at once, to rent them, to give aids and donations more than 1 % of the company actives in the accounting period 1st January 2008 – 31st December 2008, the total guarantee such as mortgage, pledge for the benefit of third parties to be more than 25% ( 50% for the non-cash credits of the banks) of the total actives announced to the public in the last balance sheet for the accounting period 1st January 2008 – 31st December 2008.**

The 30th article of the Main Contract: "unless the General Assembly has a contrary decision, the share changes, to acquire and/or to sell the values more than 10% of the total actives of the company at once, to rent them; to give aids and donations more than 1 % of the company actives in an accounting period with the conditions stated in the 3rd article of the main contract; the total guarantee such as mortgage, pledge for the benefit of third parties to be more than 25%(50% for the non-cash credits of the banks) of the total actives announced to the public in the last balance sheet for an accounting period can only be realised by a positive decision of the General Assembly. In the cases when the company activities require these actions, the General Assembly can authorise the Board of Directors before for these subjects by increasing the above stated ratios."

**11. To decide to give authorisation the Board of Directors for the exportation of capital market tool stating the amount of liability explained in the 12th article of the Articles of Association, with the permission of the Capital Markets Board, to the extent permitted by the Turkish Trade Law, Capital Markets Law and additional regulation and for the determination of the exportation conditions**

The 12th article of the Articles of Association:" The company can export according to the Turkish Trade Law, Capital Markets Board, Capital Markets Board announcements and to the current other regulations, every type of bond, financial bond, participation deed, profit loss partnership document and the other capital values, capital markets tools and documents accepted by the Capital Markets Board to be sold to real persons and legal entities within and/or abroad the country. The capital markets tool and other capital values and documents within the content of this article if convenient to the conditions of the Turkish Trade Law and the Capital Markets Board, they can be exported with the decision of the Board of the Directors; in cases where the exportation depends to the decision of the

General Assembly, the determination of the time and conditions related to the decision of the General Assembly can be left to the Board of Directors."

**12. To decide to give authorisation the Board of Directors for the distribution of the profit advance within the frame of the 38th article of the Articles of Association, in convenience to the 15th article of the Capital Markets Law and arrangements related to the subject of the Capital Markets Board**

In the 38th article of the Articles of Association the following condition has been stated: "The Board of Directors can distribute profit advance with the authorisation of the General Assembly and in convenience to the 15th article of the Capital Markets Law and arrangements related to the subject of the Capital Markets Board. The distribution of profit share advance authorisation given to the Board of Directors by the General Assembly is limited with the year this authorisation given. Unless the profit share advance of the previous year is totally taken into account (counted), it cannot be decided to give an additional profit share advance and/or to distribute profit share."

**13. To give authorisation to the members of the Board of Directors to modify the 14th article of the Articles of Association and to realise the activities stated in the 334th and 335th articles of the Turkish Trade Law**

The authorisation and permission of the members of the board of directors to realise transactions and to compete with the company stated in the 334th and 335th articles of the Turkish Trade Law will be presented to the approval. According to the 334th and 335th articles of the Turkish Trade Law, the members of the Board of Directors to compete with the company and to make trade transactions can only be possible with the permission of the General Assembly. The condition of the members of the Board of Directors to realise these types of actions will be presented to the approval of the General Assembly.

**14. The presentation of the company profit distribution policy to the general assembly**

With the principle decision of the Capital Markets Board dated 27th January 2006 and according to the Institutional Management Principles, it is essential for the companies to announce to the public their profit distribution policies. Information related to the profit distribution policy will be presented to the partners in the General Assembly.

**15. To present to the company partners the related aids and charities made to the associations, foundations, and public institutions for social aid purposes and the share allocated to the immaterial compensation trials against the company deriving from the broadcasting and the compensations paid and other related subjects for the account period 1st January 2007 – 31st December 2007.**

According to the condition of the Capital Market board dated 5th June 2003 with the number 29/666, the charities made within the year are presented to the information of the general assembly. This article is not presented to be voted but it is on the agenda just to inform the General Assembly. The amount of the charities the company has made to various associations, foundations for the public aid in 2007 is 1.820.477 YTL. The amount allocated for the immaterial compensation trials of the company is 1.447.225 YTL and the amount allocated for the tax trials is 479.402 YTL. The immaterial compensation the company has paid in 2007 is 331.188 YTL.

**16. The requests.**