

**INFORMATION DOCUMENT REGARDING ORDINARY GENERAL
MEETING TO BE HELD FOR THE ACTIVITIES OF 2016
FROM THE BOARD OF DIRECTORS OF THE HÜRRİYET GAZETECİLİK VE
MATBAACILIK A.Ş.**

PREFACE

Our Company's Ordinary General Meeting for the accounting period of January 1, 2016 – December 31, 2016 shall convene on Thursday, March 30, 2017 at 11:00 a.m. in the Company's Registered Office located at 100. Yıl Mahallesi, Matbaacılar Caddesi, No:78, Bağcılar/Istanbul address to discuss and settle the items on its agenda.

Board of Directors Activity Report regarding the accounting period of January 1, 2016 – December 31, 2016, Financial Statements and Notes (Financial Report), Opinion of Independent Auditing Firm, the offer of Board of Directors regarding Not Distributing Earnings, 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 Governance Statement" (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 Emlak Şubesi at the address Kuştepe Mahallesi, Mecidiyeköy Yolu Caddes, Trump Towers Ofis Katları, No: 12, K:10, Şişli/Istanbul
- 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 Osungazi 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 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 to the general meeting over electronic medium.** Our shareholders can receive necessary information regarding attending to general meetings over electronic media from "Merkezi Kayıt Kuruluşu A.Ş." (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 Nr. 6102 and sub-clause 1 of Article 30 of Capital Markets Board. In this respect, **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 fulfill 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.**

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 ("EGKS"). A letter of proxy drawn in accordance with the legislation is required to be submitted should the authorization has not been made over EGKS. An attorney in-fact who has been appointed through electronic mean over EGKS is not required to submit a letter of proxy. **Those letters of proxy which are in conformity with the samples 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.**

According to Article 19 of our Articles of Association;

Principles mentioned below are implemented in General Meetings.

*a) **Method of Summons:** General Meetings are held as ordinary or extraordinary. Turkish Commercial Code, 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 statutes, 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 according to the articles of Association on in the cases and whenever required by the Company affairs in accordance with the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations in force.

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 voting by proxy, the provisions of the Turkish Commercial Code, the Securities Exchange Act, the Capital Markets Board arrangements and the other relevant regulations 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 of these 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 Commercial Code, the Securities Exchange Act, the Capital Markets Board and Merkezi Kayit Kuruluşu A.S. (Central Registry Agency) arrangements and the other relevant regulations in force. It is not possible that any shareholder and/or his/her proxy, who has not obtained any entry certificate in accordance with the relevant regulation, attends the meeting, starts to talk and/or votes.

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: *As regards the attendance of the Representative of the Ministry of Customs and Commerce during both the ordinary as well as extraordinary general meetings, the provisions of the relevant Turkish Commercial Code, the relevant Ministry arrangements and the other 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 of the Turkish Commercial Code and the Securities Exchange Act shall be 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 Commercial Code 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 Commercial Code. 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	Dec.31, 2015	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 30,
2016 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 Commercial Code (TTK) as well as the Regulations of the Ministry of Customs and Trade.
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2. Empowering the Chairman in order to be able 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. Submitting the items that Articles 5., 9., 11. of the Article of Association of the Company be amended in accordance with the attached Amendment Text of the Articles of Association and revoking Article 26 and changing Article 27 number with number “26” to the approval of Shareholders on the condition that and in accordance with the necessary permissions have been obtained from the Capital Markets Board and Directorate General of Domestic Trade of Ministry of Trade.

Reason :	<p>The proposal for the amendment of the Articles of Association is submitted for the approval of shareholders for Article 9 reading “Registered And Issued Capital” has been changed since: “the upper limit of the Registered Capital” period has been extended for another 5 (five) years,</p> <p>Article 5 reading “Registered Office Of Joint Stock Companies And Its Branches” due to address change, Article 9 reading “Registered And Issued Capital” and Article 11 reading “Shares” have been changed in accordance with the Amendment Text of the Articles of Association in order to enable shares to be issued under their nominal value,</p> <p>Article 26 reading “Arbitrator Condition” has been revoked in order to comply with the Turkish Code of Commerce Nr. 6102 and Article 27 reading “Corporate Management Principles” be changed as Article 26.</p> <p>Resolution concerning such amendment of the Articles of Association as well as the Amendment Text of the Article of Association has been made public on February 22, 2017 and it is provided in the attachment (Annex/1).</p>
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4. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2016 – December 31, 2016 for approval.

Reason : Board of Directors Activity Report for the accounting of January 1, 2016 – December 31, 2016 shall be read in the General Meeting, discussed and submitted for approval in accordance with TTK and Regulation provisions of the Ministry of Customs and Trade. 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 (“EGKS”) and on our website www.hurriyetkurumsal.com

5. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2016 – December 31, 2016 for approval.

Reason : Independent Auditing Firm Opinion for the accounting period of January 1, 2016 – December 31, 2016 shall be read in the General Meeting, discussed and submitted for approval in accordance with TTK, Capital Markets Boards Regulations and Regulation provisions of the Ministry of Customs and Trade. (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 (“EGKS”) and on our website www.hurriyetkurumsal.com).

6. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2016 – December 31, 2016 for approval.

Reason : Financial Statements for the accounting period of January 1, 2016 – December 31, 2016 shall be read to the General Meeting, discussed and submitted for approval in accordance with TTK and Regulation provisions of the Ministry of Customs and Trade. 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 (“EGKS”).

7. Relieving each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2016 – December 31, 2016.

Reason : Relieving each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2016 – December 31, 2016 shall be submitted to General Meeting's approval in accordance with TTK and Regulations provisions.

8. 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 07, 2016, it has been resolved that;

- Shareholders be informed that no profit distribution shall be made for the accounting period of January 1, 2016 – December 31, 2016 and this matter be submitted to the General Meeting for approval according to the financial statements for January 1, 2016 – December 31, 2016 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 72.463.833 "Net Period Loss" has occurred when considering "Deferred Tax Income", "Current Tax Expense" and "Non-Controlling Interest From Consolidated Participations" all together, adding "Previous Year Losses" amounting to TL 404.269.466 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;
- "Net Period Profit" amounting to TL 58.320.430,68 has occurred according to the accounting period of January 1, 2016 – December 31, 2016 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, adding the "Period Profit" amounting to TL 42.726.600 as remained after TL 7.304.271,73 amount from the amount TL 50.030.871,73 left after "Period Profit" amounting to TL 42.726.600 after "Period Tax Expense" amounting to TL 5.656.355,17 has been paid from such amount and after reserving legal reserves amounting to TL 2.633.203,78 in accordance with the sub-article 1 of Article 519 of Turkish Code of Commerce to the account of "General Reserves" be submitted to the approval of the General Assembly,

9. 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.

Reason : General Meeting shall appoint the Board of Directors members in accordance with TTK provisions, SPK (CMB) regulations and the regulation provisions of the Ministry of Customs and Trade.

According to Article 13 of 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 2017/11 dated March 06, 2017 as announced in Borsa Istanbul ("BIST") via KAP on March 06, 2017, Mr. Gündüz Kösemen and Mrs Beatrice de Clermont Tonerre have been accepted as Independent Board Member nominees.

You can see the resumes of the these Independent Board Members nominees in the annex (ANN/3).

10. 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.

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.

11. 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 Regulation provisions of the Ministry of Customs and Trade.

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.

That whether making any payment to committee chairman and members due to their duties at committees and the amount and conditions thereof shall be determined by the Board of Directors.

12. 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.

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 (PricewaterhouseCoopers) be assigned as a independent audit firm for the purpose of subjecting our financial reports of our Company for 2017 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 6, 2017 under 2017/09 number as announced in BIST on March 6, 2017 and through the assent of our Audit Committee and such assignment be submitted to the approval of the General Assembly.

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, 2017 – December 31, 2017, 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;

“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 Commercial Code 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.”

In this regard, determining a top limit for aids and donations and authorising Board of Directors for this matter is submitted to General Meeting for approval.

14. Discussing and submitting authorizing Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Commercial Code, Capital Market Law, Capital Market Statutes and relevant Statutes with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2017 – December 31, 2017 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 statutes with the permission of SPK and determining the conditions for such issuance in 2017 shall be submitted to General Meeting for approval.

In case the agenda items are approved by the General Meeting, our Company's ability to provide financing shall be increased.

According to item 12 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 Commercial Code, Capital Market Law, Capital Market Statutes and relevant statutes and authorising Board of Directors for determining the time and conditions for approval.

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

“Period net profit as remained after deducting the general expenses of the Company and the amounts required to be paid or allocated by the Company or taxes required to be paid by the legal entity of the Company such as miscellaneous depreciation from the incomes as determined at the end of the accounting period of the Company and as made available in the annual financial statements prepared in accordance with the the regulations of the Capital Markets Boards, and deducting from previoys years’ lossses as well if any, shall be distributed as in the following:

General Legal Reserves:

a) 5% general legal reserves shall be reserved until it has reached the twenty percent of the capital issued in accordance with the provisions of Article 519 of Turkish Code of Commerce.

First Dividend:

b) First dividend shall be allocated under the dividend policy to be determined by the general assembly over the remainder, or over the amount to incur by including the donation amount made within the year, if any, in accordance with the Turkish Code of Commerce and regulations of the Capital Markets Board.

c) Following such deductions as mentioned above, the General Assembly may resolve that dividends be distributed to the Board Members and Company's personnel as well as associations established for various purposes and to persons and entities bearing the same nature, save for independent board members.

Second Dividend:

ç) The General Assembly shall be authorised to partly or completely distribute or allocate as a legal reserve the part remained after the amounts as specified in sections (a), (b) and (c) have been deducted from the period net profit as a second dividend in accordance with the Article 521 of Turkish Code of Commerce.

General Legal Reserves:

d) One-tenth of 14 amounts from the part agreed to be distributed to the others who have participated in the profit besides the shareholders as found after dividend has been deducted at the rate of 5% of the issued capita shall be added to the general legal reserves pursuant to paragraph (c) of sub-article 2 of Article 519 of Turkish Code of Commerce.

Unless legal reserves have been allocated as per a legal provisions and the first dividend as determined for the shareholders in the Articles of Association has not been distributed in a cash and/or as a share, it shall not be resolved that another amount of legal reserved be allocated, transfer it as an profit to the next year and distribute such dividend to the Board Members and Company's personnel as well as associations as mentined in Article of this Articles of Associations and established for various purposes and to persons and entities bearing the same nature, save for independent board members.

Dividends related to the shares shall be equally distributed to all the present shares as of date of distribution, regardless of the their date of issue or acquisition. Free shares shall be distributed to the present shares at the date of increase.

Mode and time of the dividends agreed to be distributed shall be resolved by the General Assembly after forwarded by the Board of Directors in this respect.

Resolution taken for the distribution of dividends cannot be revoked in accordance with the provisions of the Articles of Associations.

“The Board of Directors may distribute advance dividend on the condition that it has been duly empowered by the General Assembly to do so and it has observed Article 20 of the Capital Markets Board and the regulations of the Capital Markets Board related to the subject matter.”

16. Submitting authorisation of Board of Directors Members for carrying out works and actions written in Articles 395 and 396 of Turkish Commercial Code to shareholders for approval.

Reason : Authorising Board of Directors members to carry out the works 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, 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.

Reason : According to Capital Markets Board Corporate Management Communique (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, 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, 2016 – December 31, 2016 of the company in the scope of Capital Market Statutes 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 3.202.993 TL in 2016.

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 SPK's 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- Amendment Text of the Articles of Association
- 2- Power of Attorney Sample
- 3- Resumes of the Independent Board Members Nominees
- 4- Resumes of the Board Members

ANNEX / 1

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION

Previous Form:	New Form:
<p>REGISTERED AND ISSUED CAPITAL Article 9</p> <p>The company has accepted the registered capital system according to the provisions of the law numbered 2499 and it has changed to this system with the permission of the Capital Markets Board dated 16th April 1992 and numbered 196.</p> <p>The registered capital of the company is 800.000.000 –YTL and it has been distributed to 800.000.000 shares each having a nominal value of 1,-TL.</p> <p>The issued capital of the company is 552.000.000,- TL being fully paid up and it has been distributed into 552.000.000 shares each having a nominal value of 1,-TL.</p> <p>93.624.541,-TL of the issued capital has been completely paid as cash and the remaining 458.375.459,-TL has been covered from the internal resources and has been added to the capital and the issued shares have been distributed to the shareholders.</p> <p>The authorized capital permission granted by the Capital Markets Board is valid for a period of 5 years (2012-2016), including the year in which the permission is granted. Even though the authorized capital upper limit permitted has not been reached at the end of the 2016, in order to be able to pass the resolution for the capital increase after 2016, the Board of Directors has to obtain the authorization for a new period from the General Meeting by receiving the permission from the Capital Markets Board for the upper limit permitted before or any upper limit amount. In case the said authorization is not obtained, the Company shall be deemed to have left the authorized capital system. The Board of Directors is authorised to decide for the increase of the authorized capital upper limit, to increase the</p>	<p>REGISTERED AND ISSUED CAPITAL Article 9</p> <p>The company has accepted the registered capital system according to the provisions of the law numbered 2499 and it has changed to this system with the permission of the Capital Markets Board dated 16th April 1992 and numbered 196.</p> <p>The registered capital of the company is 800.000.000 –YTL and it has been distributed to 800.000.000 shares each having a nominal value of 1,-TL.</p> <p>The issued capital of the company is 552.000.000,- TL being fully paid up and it has been distributed into 552.000.000 shares each having a nominal value of 1,-TL.</p> <p>93.624.541,-TL of the issued capital has been completely paid as cash and the remaining 458.375.459,-TL has been covered from the internal resources and has been added to the capital and the issued shares have been distributed to the shareholders.</p> <p>The authorized capital permission granted by the Capital Markets Board is valid for a period of 5 years (2017-2021), including the year in which the permission is granted. Even though the authorized capital upper limit permitted has not been reached at the end of the 2021, in order to be able to pass the resolution for the capital increase after 2021, the Board of Directors has to obtain the authorization for a new period from the General Meeting by receiving the permission from the Capital Markets Board for the upper limit permitted before or any upper limit amount. In case the said authorization is not obtained, the Company shall be deemed to have left the authorized capital system. The Board of Directors is authorised to decide for the increase of the authorized capital upper limit, to increase the issued capital by</p>

<p>issued capital by issuing registered shares up to the upper level of the registered capital in accordance with the provisions and regulations of the Capital Markets Board where necessary.</p> <p>Shares shall be issued in the framework of the decision of the Board of Directors as well as the regulations of the Turkish Code of Commerce, the Capital Markets Board and the other provisions of the Capital Markets Regulation.</p> <p>The Board of Directors is authorised to issue shares over their nominal value and to take decisions to partially or completely limit the rights of the shareholders to purchase new shares. Unless all the issued shares have been completely sold and their amounts collected, new shares cannot be issued.</p> <p>The shares representing the capital are followed within the principles of dematerialization.</p>	<p>issuing registered shares up to the upper level of the registered capital in accordance with the provisions and regulations of the Capital Markets Board where necessary.</p> <p>Shares shall be issued in the framework of the decision of the Board of Directors as well as the regulations of the Turkish Code of Commerce, the Capital Markets Board and the other provisions of the Capital Markets Regulation.</p> <p>The Board of Directors is authorised to issue shares over their nominal value and to take decisions to partially or completely limit the rights of the shareholders to purchase new shares. Unless all the issued shares have been completely sold and their amounts collected, new shares cannot be issued.</p> <p>The shares representing the capital are followed within the principles of dematerialization.</p>
<p>HEAD OFFICES AND BRANCHES OF THE COMPANY Article 5</p> <p>Head offices of the Company are in Istanbul province, Bağcılar township, at the address of Yüzyıl Mahallesi, Doğan Medya Center, Bağcılar, Istanbul.</p> <p>In case of an address change, the new address shall be duly registered in the Trade Registry and announced in the Turkish Trade Registry Gazette, and shall be separately notified to the Capital Markets Board and the Ministry of Customs and Trade.</p> <p>Notices delivered to the registered and announced address of the Company will be deemed to have been duly served on the Company. Failure of the Company to have its new address duly registered on time after leaving its registered and announced address shall be considered as a just cause for termination.</p> <p>The Company may open branches, correspondent offices and liaison bureaus in Turkey and abroad with a prior notice to the Capital Markets Board and the Ministry of Customs and Trade.</p>	<p>HEAD OFFICES AND BRANCHES OF THE COMPANY Article 5</p> <p>Head offices of the Company are in Istanbul province, Bağcılar township, at the address of Yüzyıl Mahallesi, Doğan Medya Center, Bağcılar, Istanbul.</p> <p>In case of an address change, the new address shall be duly registered in the Trade Registry and announced in the Turkish Trade Registry Gazette, and shall be separately notified to the Capital Markets Board and the Ministry of Customs and Trade.</p> <p>Notices delivered to the registered and announced address of the Company will be deemed to have been duly served on the Company. Failure of the Company to have its new address duly registered on time after leaving its registered and announced address shall be considered as a just cause for termination.</p> <p>The Company may open branches, correspondent offices and liaison bureaus in Turkey and abroad with a prior notice to the Capital Markets Board and the Ministry of Customs and Trade.</p>

<p>SHARES Article 11</p> <p>Shares will be issued by a decision of the Board of Directors in accordance with pertinent provisions of the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board Regulations and other related laws and regulations in effect.</p> <p>The resolutions of the Board of Directors to issue shares over their nominal value up to the registered capital whenever considered necessary by the latter and to partially or entirely limit the shareholders' rights to acquire new shares in accordance with the provisions of the Securities Exchange Act shall be announced in the framework of the principles determined by the Capital Markets Board. The authorization to limit the right to acquire new shares may not be executed in a manner as to cause any inequality between the shareholders.</p> <p>During the increases of capital to be realized, free shares shall be distributed to the shares existing on the date of increase.</p>	<p>SHARES Article 11</p> <p>Shares will be issued by a decision of the Board of Directors in accordance with pertinent provisions of the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board Regulations and other related laws and regulations in effect.</p> <p>The resolutions of the Board of Directors to issue shares over their nominal value up to the registered capital whenever considered necessary by the latter and to partially or entirely limit the shareholders' rights to acquire new shares in accordance with the provisions of the Securities Exchange Act shall be announced in the framework of the principles determined by the Capital Markets Board. The authorization to limit the right to acquire new shares may not be executed in a manner as to cause any inequality between the shareholders.</p> <p>During the increases of capital to be realized, free shares shall be distributed to the shares existing on the date of increase.</p>
<p>ARBITRATOR CLAUSE Article 26</p> <p>All disputes, which may arise between the joint stock company and the shareholders or between the members of the Board of Directors among themselves, any actions to be brought against the members of the Board of Directors, shall be settled by arbitration.</p> <p>Memduh Yaşa has already been appointed as arbitrator.</p> <p>This provision of the Articles of Association may just be amended by the unanimity of all shareholders.</p> <p>The condition of arbitration shall be cancelled per se in case the arbitrator does not assume this duty or in case the arbitrator is dismissed.</p>	<p>ARBITRATOR CLAUSE Article 26</p> <p>REVOKED</p>

<p>CORPORATE MANAGEMENT PRINCIPLES Article 27</p> <p>The Company and its entities comply with the Corporate Management Principles, which are compelled by the Capital Markets Board to be complied with.</p> <p>Any transactions made and Board decisions adopted without complying with the compulsory principles shall be invalid and considered to be contradictory to the Articles of Association.</p> <p>As regards any procedures considered to be of key quality in terms of the implementation of the Corporate Management Principles, and all kind of related party procedures of the Company and transactions related to granting guarantees, pledges and mortgages in favour of third persons, the arrangements of the Capital Markets Board related to corporate management shall be complied with.</p>	<p>CORPORATE MANAGEMENT PRINCIPLES Article 26</p> <p>The Company and its entities comply with the Corporate Management Principles, which are compelled by the Capital Markets Board to be complied with.</p> <p>Any transactions made and Board decisions adopted without complying with the compulsory principles shall be invalid and considered to be contradictory to the Articles of Association.</p> <p>As regards any procedures considered to be of key quality in terms of the implementation of the Corporate Management Principles, and all kind of related party procedures of the Company and transactions related to granting guarantees, pledges and mortgages in favour of third persons, the arrangements of the Capital Markets Board related to corporate management shall be complied with.</p>
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ANNEX/2

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 for the accounting period of 2016 to be held in the Head Office of the Company on March 30, 2017, Thursday, at 11:00 a.m., at Hürriyet Gazetecilik ve Matbaacılık A.Ş. 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul.

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. Submitting the items that Articles 5., 9., 11. of the Article of Association of the Company be amended in accordance with the attached Amendment Text of the Articles of Association and revoking Article 26 and changing Article 27 number with number "26" to the approval of Shareholders on the condition that and in accordance with the necessary permissions have been obtained from the Capital Markets Board and Directorate General of Domestic Trade of Ministry of Trade,			
4. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2016 – December 31, 2016 for approval,			
5. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2016 – December 31, 2016 for approval			
6. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2016 – December 31, 2016 for approval,			
7. Relieving each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2016 – December 31, 2016,			
8. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval			
9. 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,			
10. 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,			
11. Determining the wages of the Board of Directors members which shall be paid during their period of office,			
12. 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,			
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, 2016 – December 31, 2016, 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 Commercial Code, Capital Market Law, Capital Market Statutes and relevant Statutes with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2016 – December 31, 2016 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 Commercial Code, Capital Market Law, Capital Market Statutes and relevant statutes 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 Commercial Code to shareholders for approval,			
17. Informing shareholders 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 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, 2016 – December 31, 2016 of the company in the scope of Capital Market Statutes 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 wishes 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

ANNEX/3

RESUMES OF THE INDEPENDENT BOARD MEMBER NOMINEES

GÜNDÜZ KÖSEMEN

Gündüz Kösemen 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. Kösemen 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 Kıracağı Holding A.Ş. between 1998-2015. He is married and has a son.

BÉATRICE DE CLERMONT TONNERRE

Béatrice de Clermont Tonnerre has been serving as a Director of Southern Europe for Joint Project Solutions in Google since May 2013. Tonnerre lives in Paris and has served in various projects, from Pay TV and publishing to sports franchises, from sports franchises to book publishing, digital media and purchasing on internet. She is also well experienced in organic growth and launch of new products.

Ms. Tonnerre started her career as radio correspondent at Radio France Internationale Latin America and Europe 1 and joined Lagardere in 1995 as an analyst in the technology division of the Strategy Department. In 1998, she was promoted as the director of the Media Department and was appointed as the Head of Interactive Televisions Group of Canal Satellite in 2001, followed by her appointment as Co-Head for Programming in 2003.

Béatrice de Clermont Tonnerre graduated from the Institut d'Etudes Politiques de Paris, Department of Politics and obtained her MBA degree from École Supérieure des Sciences Economiques et Commerciales. In addition, she serves as a Board Member at LACIE, a technology company quoted on the French Stock Exchange.

ANNEX/4

RESUMES OF THE BOARD MEMBERS

Vuslat DOĞAN SABANCI **Board Chairwoman**

A graduate of Bilkent University's Department of Economics, Vuslat Doğan Sabancı went on to attend Columbia University in New York for her graduate studies in International Media and Communications. Ms. Doğan Sabancı currently chairs the Board of Directors at Hürriyet and has held this post since May 26, 2010.

During her tenure as CEO between 2004 and 2010, Ms. Doğan Sabancı transformed Hürriyet from a leading newspaper in Turkey into an international powerhouse through her acquisition of Trader Media East (TME) in 2007. This acquisition was the largest acquisition made by a Turkish company at that time. TME is an online and printed media advertising company operating in Russia, Ukraine, Belarus and Kazakhstan. Among TME's most important brands are Iz Ruk Ruki, one of the most well-known media brands in Russia, and Irr.ru, that country's leading online classifieds provider.

Ms. Doğan Sabancı ensured Hürriyet's position as a major player within Turkey's emerging new media industry by investing in digital publishing and services. These prudent investments resulted in the launch of hurriyet.com.tr as one of the highest trafficked websites across Europe. Hürriyet currently offers classified advertising services through its affiliated family of sites including hurriyetemlak.com, hurriyetoto.com, yenibiris.com, in addition to yakala.co, a deal finder website, and yenicarsim.com.

Ms. Doğan Sabancı has also evolved into a strong voice for human rights and especially issues related to gender equality in Turkey, by investing in such topics through Hürriyet. A law was enacted on domestic violence following an eight-year effort on her part through the "No! To Domestic Violence" campaign that she had initiated. Ms. Doğan Sabancı also established the "Rightful Women Platform" to gather all NGOs formed around issues concerning women under the same roof, and function as a pressure lobby to ensure more women could be voted into Parliament, prior to the General Elections in 2011. As a result of this effort, the number of female MPs rose to 78 from 48 after the 2011 elections. In addition, Ms. Doğan Sabancı carries on with a multitude of activities in the name of giving women their rightful place both within society in general and within the economy in particular. A microloan project for women is one of such social responsibility projects.

Ms. Doğan Sabancı joined Hürriyet in 1996 as Vice President in charge of Advertising, before her promotion to the post of Marketing Group President three years later. Her responsibilities at Hürriyet included marketing, sales, human resources and information technologies (IT). Before

joining Hürriyet, Ms. Doğan Sabancı worked in the editorial department of The New York Times for a year, and later at The Wall Street Journal, where she was instrumental in the formation of the Asian Business World News Channel and the paper's Latin America edition.

Born in 1971, Vuslat Doğan Sabancı is married with two children. Ms. Doğan Sabancı speaks English. Ms. Doğan Sabancı is a lifetime honorary member of the International Press Institute (IPI), where she served an eight-year term as a Board Member.

SONER GEDİK **Board Member**

Serving as a manager in various positions in Doğan Group for about thirty years, Sone Gedik was born in Ekişehir in 1958. He graduated from the department of Economics and Public Finance from the Faculty of Politcal Sciences in Ankara University in 1981.

Ranking first in the period in 1985, he is granted the Accounting Expert title in the Ministry of Finance. Starting work in the private sector in 1987, Mr. Gedik took office in Hürriyet Holding A.Ş. as a Auditing Group Chairman. He went on to serve as Board Member and Vice Chairman of Hürriyet Gazetecilik ve Matbaacılık A.Ş. during 1989-1998.

Playing a substantial role during the public offering process of Doğan Yayın Holding in 1998, he also served as a Chief Financial Officer and Vice Chairman. He contribute a lot to the prominent corporate financing and strategical matters such as public offering, acquisitions, foreign partnership and incorporation of new companies in Doğan Medya Grubu.

Soner is married and father of four children.

Çağlar GÖĞÜŞ **Executive Director of the Board**

Çağlar Göğüş graduated from Department of Business Administration in Bilkent University in 1995 and finished his MBA degree in Florida University.

He began his professional career as assistant in Coopers & Lybrand Turkey in 1995 and he worked for a short time as Senior Analyst in Arthur Andersen. Between 1998-2000 he worked as a Senior Analyst in A.T Kearney and in 2002, he joined to Peppers & Rogers Group where he served in this company for nine years as a Partner.

Çağlar Göğüş, who has undertaken the responsibility of EMEA region since 2010, successfully managed the international operations of Peppers & Rogers Group with the title of Managing Director untill 2014.

As Analytic Center and Smartcon EMEA co-founder, he has been providing training and consulting on Big Data, advanced data, Disruptive technology and relevant business models and has held strategical organisations.

AHMET TOKSOY

Board Member

Born in Istanbul on July 10, 1959, Ahmet Toksoy graduated from the department of Public Finance in School of Business Administration in Istanbul University. He was appointed as an Accounting Expert in the Ministry of Finance by ranking first in the period in 1987. After having worked as an Accounting Expert in the Ministry of Finance during 1984-1989, he worked as a Member of the Inspection Board in Hürriyet Holding in 1989. He served as the Vice-Director of Financial Affairs in Hürriyet Newspaper during 1990-1991 and as the Director of Financial Affairs during 1991-1995. Then, he worked as a Sworn-in Certified Public Accountant in Aktif Denetim Yeminli Mali Müşavirlik Şirketi for three years.

He continued to serve as a Group Chairman of Financial Affairs of Hürriyet Newspaper for 11 years, which he took on in 1998, which is followed by assuming the title of Chairman of Audit and Risk Management of Doğan Holding in 2010. Ahmet Toksoy has been carrying out his duty as a Chief Financial Officer of Doğan Şirketler Grubu Holding A.Ş. and Member of the Executive Committee since September 2011. He also works as a Board Member in Doğan TV Holding A.Ş. and Hürriyet Gazetecilik ve Matbaacılık A.Ş. Mr. Toksoy is married and father of one child.

Ahmet ÖZER

Board Member

Ahmet Özer was born in 1972 and graduated from Boğaziçi University, Faculty of Economics. After serving in project development positions in various companies for two years, he started to work in Doğan Grubu in 1996.

Assuming Doğan Holding Strategy & Business Development Manager position until 2005, Mr. Özer was appointed as Business Development & Investor Relations Coordinator of Hürriyet in 2005 and then he continued to serve as Chairman in the Strategy and Business Development Group since 2007.

Ahmet Özer was appointed to Head of Internet Group as the Executive Committee Member in 2009. Mr Özer, who successfully conducted and completed acquisition process of TME, which is Hürriyet's overseas subsidiary, as an important contributor, was appointed as TME Chief Executive Officer (CEO) as of July 2010 and took on this position in the central office in Moscow until 2014.

Serving as Chief Executive Officer of Hürriyet Dünyası during June 2014 – February 2016, Mr. Özer has been working as the General Director of the Acemar company engaging in the trading of global steel and metal products since December 2016 and he continues to serve as a Board Member in Hürriyet as well.

Ahmet Özer is married and father of two children.

Ahmet Nafi DALMAN

Board Member

Ahmet Dalman was born in 1964 and graduated from Boğaziçi University, Department of ElectricalElectronics Engineering in 1986. Starting his career as an Information Technologies specialist in the media sector, Mr. Dalman carried on his activities as partner and executive of a company producing technological solutions for media and different sectors and made remarkable contributions to the digitalizing and technology application process of many media companies.

In 1994, Mr. Dalman joined Hürriyet as Information Systems Manager and served as Technology Director at e-kolay.net Internet Service Provider Company of Doğan Group between 1999 and 2000. In 2011, he was appointed as Information Systems Coordinator at Hürriyet, in 2008 as Executive Committee Member, in 2010 as Head of Hürriyet Internet and Information Technologies Group and served as Vice Chairman of the Executive Committee in Hürriyet during May 2012 – May 2014. Mr. Dalman has been serving as a Board Member. Hes is married with two children and is fluent in English.

Kai DIEKMANN

Board Member

He grew up in Bielefeld and served voluntarily in the German army for two years after finishing school. At Axel Springer SE he completed a two-year journalistic training, which brought him to Hamburg, Bonn and New York. In 1987 Diekmann became parliamentary correspondent for BILD and BILD am SONNTAG in Bonn and moved on to "Bunte"-Magazine as chief reporter in 1989. Two years later his career took him to Berlin where he worked as deputy editor of B.Z. . Shortly afterwards he moved to Hamburg as deputy editor-in-chief and head of the politics department of BILD. He stayed in this position for five years.

After a short timeout traveling through Central America, he returned to the corporate world as editorin-chief of "WELT am SONNTAG" in 1998. In 2001, he entered his current position as editor-in-chief of BILD and publisher of BILD and BILD am SONNTAG. In 2008, Diekmann was appointed publisher of BILD-group and since November 2013 he has been working as a publisher of B.Z. . In 2012 and 2013, he spent 10 months in Silicon Valley, USA, as the Chief Editor of BILD, to investigate digital projects and business models on duty assigned by Axel Springer AG.

Kai Diekmann is a Board Member of the Hürriyet Newspaper since 2004 and Board Member of the Times Limited since 2011.

