

## 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.**

<b>Agenda Items (*)</b>	<b>Aye</b>	<b>Nay</b>	<b>Dissenting Opinion</b>
<b>1.</b> Opening and election of a Chairman,			
<b>2.</b> Empowering the Chairman in order to be able to sign the Minutes of the Meeting,			
<b>3.</b> 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,			

<p><b>4.</b> Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2016 – December 31, 2016 for approval,</p>			
<p><b>5.</b> Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2016 – December 31, 2016 for approval</p>			
<p><b>6.</b> Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2016 – December 31, 2016 for approval,</p>			
<p><b>7.</b> 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,</p>			
<p><b>8.</b> Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval</p>			
<p><b>9.</b> 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,</p>			
<p><b>10.</b> 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,</p>			
<p><b>11.</b> Determining the wages of the Board of Directors members which shall be paid during their period of office,</p>			
<p><b>12.</b> 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,</p>			
<p><b>13.</b> 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,</p>			
<p><b>14.</b> 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,</p>			

<p><b>15.</b> 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,</p>			
<p><b>16.</b> 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,</p>			
<p><b>17.</b> 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,</p>			
<p><b>18.</b> 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,</p>			
<p><b>19.</b> 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.</p>			

**No vote is taken for informative items.**

**Should the dissentive vote has a different draft resolution, it shall be separately indicated for the purpose of ensuring casting a vote by proxy.**

**2. Special instruction for other matters that may arise during the General Meeting and particularly for the use of dissentive vote rights:**

- a) Agent appointed is empowered to cast vote in accordance with his/her opinion.
- b) Agent appointed is not empowered for such matters.
- c) Agent appointed is empowered to cast vote in accordance with the special instructions specified below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, to be given by the relevant shareholder to the agent appointed are indicated in this section.

**B) Shareholder specifies the share(s) s/he wish his/her agent to represent by choosing one of the options listed below:**

**1. I hereby approve that my agent is authorised to represent my shares that are given in detail below.**

- a) Type and series: \*
- b) Number/Group: \*\*
- c) Number-Nominal value:
- d) Whether there are any vote securities:
- e) Whether it is subscribed to holder-Name/Title:

\*Such information is not required for shares on record.

\*\* Information of the group, if available, shall be included instead of number for shares on record.

**2. I hereby approve that my agent is authorised to represent my all shares listed in the list of shareholders fit to attend the general meeting as prepared by MKK one day before such meeting.**

**NAME AND SURNAME or TITLE OF THE SHAREHOLDER (\*)**

Turkish ID Number/Tax ID Number, Trade Registry and Number and MERSIS number:

Address:

(\*) It is obligatory that equivalent information of the said information be submitted for agents of foreign nationality.

**SIGNATURE**