

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
RESOLUTION OF THE BOARD OF DIRECTORS

Resolution Date : 06.03.2015

Resolution No. : 2015/04

Signatories : Vuslat SABANCI (Chairperson)
Yahya ÜZDİYEN (Vice Chairperson)
Ahmet Nafi DALMAN (Member)
Dursun Ali YILMAZ (Member)
Fatma Ayşe CEMAL (Member)
Kai Georg DIEKMANN (Member)
Ahmet BURAK (Independent Member)
Béatrice de Clermont TONNERRE (Independent Member)

The resolution herein is signed by the members of the Board of Directors within the framework of the provisions of Article 390/IV of Turkish Commercial Code.

It has been resolved that

- The General Assembly shall be called for an ordinary meeting at 11:00 on 30th March 2015, Monday, at the Company Headquarters in order to discuss the attached agenda of and make a decision on the activities for the year 2014,
- Company management shall be held liable for and authorized with the performance of required works and transactions.

Vuslat SABANCI
(Chairperson)

Yahya ÜZDİYEN
(Vice Chairperson)

Ahmet Nafi DALMAN
(Member)

Dursun Ali YILMAZ
(Member)

F. Ayşe CEMAL
(Member)

Kai Georg DIEKMANN
(Member)

Ahmet BURAK
(Independent Member)

Béatrice de Clermont TONNERRE
(Independent Member)

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY
DATED 30th MARCH 2015

1. Opening and the Constitution of the Meeting Chairmanship.
2. Empowering the Meeting Presidency with the authority to sign the meeting minutes.
3. Reading, discussing and submitting to approval the Annual Report of the Board of Directors for the accounting period of 2014.
4. Reading, discussing and submitting to approval the Independent Auditing Company's Views for the accounting period of 2014.
5. Reading, discussing and submitting to approval of the financial statements for the 2014 accounting period.
6. Release of the Members of the Board of Directors and the executives separately of their activities, operations and accounts for the 2014 accounting period.
7. Reading, discussing and submitting to approval of the Board of Directors' proposal to distribute profits for the year 2014 in accordance with the Company's "Profit Distribution Policy".
8. Determination of the number and term of office of the members of the Board of Directors and the election of the members of the Board of Directors to hold office for that period.
9. Informing the Shareholders without submitting to approval and agreement at the General Assembly about the "Wages Policy" determined for the members of the Board of Directors and the executives and the payments done according to the policy.
10. Determination of wages to be paid to the members of the Board of Directors during their term of office.
11. Within the framework of the Turkish Commercial Code and the regulations of the Capital Markets Board, discussing and submitting to approval the selection of Independent Auditing Institution by the Board of Directors.
12. Within the framework of the Articles of Association, determining an upper limit for the aids and donations to be made until the General Assembly meeting in which the activities and accounts for the fiscal year 2015 are to be discussed, and discussing and submitting to approval the authorization of the Board of Directors.
13. The authorization of the Board of Directors to issue capital market instruments indicating indebtedness (including warrants) up to the amount consented by the Capital Markets Board and the Turkish Commercial Code, Capital Markets Law, Capital Markets Legislation and other relevant legislation, and to determine the date and terms for the issuance thereof shall be discussed and agreed upon until the Ordinary General Assembly meeting at which the activities and accounts for the 2015 accounting period will be discussed.
14. Within the framework of Company's Articles of Association, discussing and submitting to approval the authorization of the Board of Directors to grant a dividend advance up to the amount allowed by the Turkish Commercial Code, Capital Markets Law, Capital

Markets Legislation and other relevant legislation, and to determining its date and terms.

- 15.** Submitting to approval of the shareholders the authorization of the Board of Directors to perform the operations and transactions defined in the Articles 395 and 396 of Turkish Commercial Code.
- 16.** Without putting to vote and agreeing upon at the General Assembly, informing the shareholders on the operations relating to any transactions which may cause conflict of interest between the partnership or its subsidiaries and the shareholders holding the management power, members of the Board of Directors, administrators with managerial powers and their spouses or second degree relatives by blood or affinity; and/or any conduct of a commercial business transaction which falls under the line of business of the partnership or its subsidiaries personally or for another person's behalf, or entering into any partnership in the same line of business as an unlimited partner.
- 17.** Without putting to vote and agreeing upon at the General Assembly, within the scope of the Capital Market Legislation and the relevant regulations; informing to the shareholders about the donations granted to foundations, associations, public institutions and organizations for social relief purposes in the Company's accounting period of 2014.
- 18.** Without putting to vote and agreeing upon at the General Assembly, informing the shareholders about that no income or benefit is gained via granting securities, pledge, mortgage and bails to third parties.