

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**Resolution Date** : 30.03.2011  
**Resolution No** : 2011/13  
**Signatories** : Vuslat SABANCI (President)  
Hanzade V. DOĞAN BOYNER (Vice President)  
Hakkı Hasan YILMAZ (Member)  
Soner GEDİK (Member)  
Ahmet TOKSOY (Member)  
Kadri Enis BERBEROĞLU (Member)

Hürriyet Gazetecilik ve Matbaacılık A.Ş. Board of Directors which is convened on the date specified above decided;

- To call General Assembly for the Annual General Meeting for the year 2011 to discuss and decide on the attached agenda on 11 April 2011 at 11.00 in the Company's headquarter.
- To authorize the Company's management for the required performance of the business and operations,

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Vuslat SABANCI  
(President)

Hanzade Vasfiye DOĞAN BOYNER  
(Vice President)

Hakkı Hasan YILMAZ  
(Member)

Soner GEDİK  
(Member)

Ahmet TOKSOY  
(Member)

Kadri Enis BERBEROĞLU  
(Member)

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**AGENDA OF ORDINARY GENERAL MEETING**  
**DATED APRIL 20, 2011**  
**AGENDA:**

1. Selection of Presidential Board.
2. Authorisation of the Presidential Board to sign the minutes of the meeting.
3. Reading, discussing and approval of the Activity Report of the Board of Directors for the fiscal term Jan.01, 2010 – Dec.31, 2010, the Company's Auditor's Report, opinion of the Independent Auditing Firm, Financial Report, Balance Sheet and Income Statement.
4. Release of Members of the Board of Directors and the Company's Auditors due to their activities, transactions and accounts of the fiscal term Jan.01, 2010 – Dec.31, 2010.
5. Discussion and settlement of the Board's proposal not to realize any profit distribution for the fiscal term Jan.1, 2010-Dec.31,2010.
6. Selection of members of the Board of Directors who will perform duty until the ordinary general meeting where the activities and accounts of the fiscal term Jan.01, 2011 – Dec.31, 2011 shall be discussed.
7. Selection of members of the Company's Auditors to perform their duty until the ordinary general meeting where the activities and accounts of the fiscal term Jan.01, 2011 – Dec.31, 2011 shall be discussed.
8. Discussion and decision making about remunerations payable to the members of the Board of Directors and the Company's Auditors for the fiscal term 2011.
9. In the framework of article 38 of the Company's Articles of Incorporation, the discussion and decision making on the authorization of the Board of Directors regarding the distribution of dividend advances, provided that these are limited to the year 2011, in accordance with the Capital Markets Legislation.
10. In the framework of Capital Markets Legislation and Capital Markets arrangements, the discussion and decision making about approval of the Independent Auditing firm which is selected by the Board of Directors.
11. In the framework of the 30th article of the Articles of Incorporation of the Company, discussion and decision making on the authorisation of the Board of Directors with respect to the points of the change of shares, capability of acquiring and/or selling assets at the value that exceeds 10% of Company's total assets at a time, their leasability, hiring out; extending aid and charitable contribution in any amount exceeding 1% of the Company Assets, giving collaterals (mortgage, guaranty, pledge, security, etc.) in favour of third persons up to 50% of the total assets in the last balance sheet made public, until the ordinary general meeting where the activities and accounts of the fiscal term Jan.01, 2011 – Dec.31, 2011 shall be discussed.
12. In the framework of the 12th article of the Articles of Incorporation of the Company, discussion and decision making on the authorization of the Board of Directors regarding the issuing of Capital Market Instruments (including warrant), which denote indebtedness until any amount permitted by the Turkish Commercial Code, the Capital Markets Law, the Capital Market Legislation, and other relevant regulations with the permission of Capital Markets Board, as well as the establishment of issuing times and conditions, until the ordinary general meeting where the activities and accounts of the fiscal term Jan.01, 2011 – Dec.31, 2011 shall be discussed.
13. Authorization of the Members of the Board of Directors in order to perform the tasks stated in the 334th and 335th articles of the Turkish Commercial Code and 14th article of the Company's Articles of Incorporation.
14. Without being presented to the approval of and decided at the General Meeting; in the framework of the Capital Markets legislation and the relevant arrangements; information and explanations to be made to the Partners regarding the charitable contributions made by the Company to foundations, associations, public bodies and establishments for social aid purposes during the fiscal term Jan.01, 2010 – Dec.31, 2010 as well as the provision made for any actions of non-pecuniary damages filed against the Company due to publications, any compensation amounts paid; that benefits have not been obtained by granting any mortgage, pledges and similar guarantees in favour of the company's partners or third persons, procedures in the framework of the 2nd paragraph of 5th article of Communiqué with number 41 Serial:IV of Capital Markets Board.