



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. Disclosure Regarding Capital Increase Procedures



Disclosure Regarding Capital Increase Procedures

Summary Information

About Consummation of the Capital Increase and the Text of Amendment to the Articles of Association

Is the Disclosure an Update? Yes

Is the Disclosure a Correction? No

Is the Disclosure a Deferred Disclosure? No

Date of Resolution of the Board of 19.11.2018

Registered Capital Ceiling (TL) 800,000,000

Current Capital (TL) 552,000,000

New Capital Amount to be Reached (TL) 592,000,000

Capital Increase through Rights Issue (by allocation)

Share Group Details	Current Capital (TL)	Amount of Capital to be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (TL)	Capital to be Increased Through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (%)	Securities to be Provided	Type	Amount of Cancelled Shares (TL)
HURGZ, TRAHURGZ91D9	552,000,000	40,000,000	7.24637	HURGZ, TRAHURGZ91D9	Bearer	

	Current Capital (TL)	Amount of Capital to be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (TL)	Capital to be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (%)	Amount of Cancelled Shares (TL)
TOTAL	552,000,000	40,000,000.000	7.24637	

The Person to Whom the Capital to be Increased

Demirören Medya Yatırımları Ticaret A.Ş.

Other Matters Required to Be Disclosed

Date of Application to CMB 30.11.2018

Outcome of the Application to CMB Approved

Date of Approval by CMB 13.12.2018

Type of Shares Representing Increased Capital Dematerialized Share

Additional Disclosures

The Board of Directors of our Company convened on 03.01.2019 (today) and decided as follows;

Based upon the authority granted to our Board of Directors by article 9 of our Company's Articles of Association, as per the decision taken by our Company's Board of Directors dated 19.11.2018, our Company's issued capital of TL 552,000,000 (Five hundred fifty two million Turkish Liras) divided into 552,000,000 (Five hundred fifty two million) shares each at a nominal value of TL 1.00, which is within the Company's registered capital ceiling of TL 800,000,000 (Eight hundred million Turkish Liras),

was decided to be raised to TL 592,000,000 (Five hundred ninety two million Turkish Liras) by being increased by TL 40,000,000 (Forty million Turkish Liras) (7.24%), to be fully covered by cash, and the certificate of issuance in respect of the capital increase was approved by the Decision no 63/1446 of the Capital Markets Board dated 13.12.2018. Since, upon examination of the capital increase procedures which were commenced in this way, it was understood that the shares issued representing the capital increase of , - TL 40,000,000 which was increased in cash, were fully sold to Demirören Medya Yatırımları Ticaret A.Ş., with their prices having been fully paid up in cash, under the conditions specified in the certificate of issuance,

It was unanimously decided to inform the Capital Markets Board of the fact that the capital increase procedures have been finalized in accordance with the procedures and principles specified in the Capital Markets Law and the relevant Communiqués thereof as well as the certificate of issuance;

and to submit to the approval of the Capital Markets Board the enclosed new article of the articles of association in relation to capital which shows our issued capital of TL 592,000,000, to be registered and announced under paragraph 7 of article 18 of the Capital Markets Law.

Respectfully announced to the public and to our investors.

Enclosed Documents

ENCLOSURE: 1

Esas Sozlesme Tadil Metni.pdf

We hereby declare that the above disclosures are in conformity with the principles under the Communiqué on Material Events Disclosure in force, issued by the Capital Markets Board, that they fully reflect the information obtained by us in this matter/these matters, that the information disclosed is in conformity with our books, records and documents, that we have shown due efforts to obtain the relevant information accurately and fully, and that we are fully liable due to these disclosures.

HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ
TEXT OF AMENDMENT TO ARTICLES OF ASSOCIATION

FORMER TEXT	NEW TEXT
<p>REGISTERED AND ISSUED CAPITAL</p> <p>ARTICLE 9:</p> <p>The Company accepted the registered capital system pursuant to the provisions of the Law no 2499, and started using this system upon the Capital Markets Board permit No. 196 dated 16.04.1992.</p> <p>The Company's registered capital is TL 800,000,000 which is divided into 800.000.000 shares each at a nominal value of TL 1.</p> <p>The Company's issued capital is TL 552,000,000 which is fully paid up and divided into 552.000.000 shares each at a nominal value of TL 1.</p> <p>TL 93,624,541 of the issued capital was fully paid up in cash, and the remaining TL 458,375,459 was included in the capital by being covered by internal resources, and the issued shares were distributed to the shareholders.</p> <p>The registered capital ceiling permit granted by the Capital Markets Board is valid for the period from 2017 to 2021 (5 years). Even if the registered capital ceiling for which the permit was granted is not reached by the end of 2021, after 2021, the Board of Directors, if intends to take a decision to increase the capital, has to receive authorization of General Assembly for a new term for the previous permitted ceiling or a new ceiling, by obtaining the permit of Capital Markets Board . In case the aforementioned authorization is not granted by the General Assembly, the Board of Directors cannot make any capital increase.</p> <p>At times when it deems necessary, the Board of Directors is authorized to</p>	<p>REGISTERED AND ISSUED CAPITAL</p> <p>ARTICLE 9:</p> <p>The Company accepted the registered capital system pursuant to the provisions of the Law no 2499, and started using this system upon the Capital Markets Board permit No. 196 dated 16.04.1992.</p> <p>The Company's registered capital is TL 800,000,000 which is divided into 800.000.000 shares each at a nominal value of TL 1.</p> <p>The Company's issued capital is TL 592,000,000 which is fully paid up and divided into 592.000.000 shares each at a nominal value of TL 1.</p> <p>TL 93,624,541 of the issued capital was fully paid up in cash, and the remaining TL 458,375,459 was included in the capital by being covered by internal resources, and the issued shares were distributed to the shareholders.</p> <p>The registered capital ceiling permit granted by the Capital Markets Board is valid for the period from 2017 to 2021 (5 years). Even if the registered capital ceiling for which the permit was granted is not reached by the end of 2021, after 2021, the Board of Directors, if intends to take a decision to increase the capital, has to receive authorization of General Assembly for a new term for the previous permitted ceiling or a new ceiling, by obtaining the permit of Capital Markets Board . In case the aforementioned authorization is not granted by the General Assembly, the Board of Directors cannot make any capital increase.</p>

(signature)

take a decision to increase the registered capital ceiling and to increase the issued capital by issuing registered shares up to the registered capital ceiling, in compliance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board.

The shares are issued by a decision of the Board of Directors in accordance with Turkish Commercial Code, Capital Markets Law, regulations of the Capital Markets Board and other provisions of Capital Markets Legislation.

The Board of Directors is authorized to issue shares above or under their nominal value and to take decisions restricting in part or in whole the rights of shareholders to purchase new shares. New shares cannot be issued unless the shares issued are sold in whole and their price is collected.

Shares that represent the Company's capital are monitored according to dematerialization principles.

At times when it deems necessary, the Board of Directors is authorized to take a decision to increase the registered capital ceiling and to increase the issued capital by issuing registered shares up to the registered capital ceiling, in compliance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board.

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