

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Corporate Governance Compliance Report
2019- Annual Disclosure

Summary Information
Corporate Governance Compliance Report for 2019



PUBLIC DISCLOSURE PLATFORM

Corporate Governance Compliance Report

	Compliance Status					Explanation
	Yes	Partially	No	Exempted	Irrelevant	
Corporate Governance Compliance Report						
1.1. FACILITATION OF EXERCISE OF SHAREHOLDING RIGHTS						
1.1.2 - Information and explanations which might affect the exercise of shareholding rights are made available to the investors on the corporate website of the partnership in an up-to-date manner.	X					
1.2. RIGHT TO GET INFORMATION AND EXAMINE THE SAME						
1.2.1- The Company's management avoided from carrying out transactions which make it difficult to hold a private audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 - The Company ensured that the agenda of the General Assembly was clearly stated and each proposal was given under a separate title.	X					
1.3.7 - Those persons having access to shareholding information in a privileged manner informed the board of directors of the transactions carried out by them on their own behalf within the scope of the area of activity of the partnership, in order for the same to be included in the agenda to ensure that information is given thereon in the general assembly.					X	Those persons having access to shareholding information in a privileged manner carried out no transaction on their own behalf within the scope of the area of activity of the partnership.
1.3.8 - With regard to the significant issues in the agenda, the board members, other relevant persons, officials responsible for preparation of financial statements and auditors were present at the general assembly meeting.	X					
1.3.10- The amounts of all donations and aids and those who benefited from them were stated in a separate item in the agenda of the general assembly.	X					
1.3.11 - The General Assembly meeting was held publicly including the beneficiaries and media, without the right to speak.	X					
1.4. VOTING RIGHT						
1.4.1 - There is no limitation and practice which make it difficult for shareholders to exercise their voting rights.	X					
1.4.2- The Company has no share with privileged voting right.	X					
1.4.3 - The Company did not exercise its voting rights in the General Assembly of any partnership with which it is in a cross-shareholding relationship which also brings with it a control relationship.					X	Our Company has no cross-shareholding relationship with another company which also brings with it a control relationship.
1.5. MINORITY RIGHTS						
1.5.1- The Company showed utmost care to allow the exercise of minority rights.	X					
1.5.2- Under the articles of association, minority rights were also granted to those having a percentage lower than one twentieth of the capital, and the scope of minority rights was extended by being set forth in the articles of association.					X	We are showing care to allow the exercise of minority rights. However, extension of the scope of the rights and granting of these rights also to those having a percentage lower than one twentieth of the capital were not included in the Articles of Association.
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend distribution policy approved by the General Assembly was made public on the corporate website of the partnership.	X					
1.6.2 - The dividend distribution policy contains such minimum information in sufficient clarity to allow shareholders to predict the procedures and principles of distribution of the profit to be earned by the partnership in the future periods.	X					

1.6.3 - Reasons for not distributing dividend and method of using the profit not distributed are specified in the relevant agenda item.	X	
1.6.4 - The board of directors reviewed whether or not the dividend distribution policy ensures the balance between the interests of shareholders and the interests of the partnership.	X	
1.7. SHARE TRANSFER		
1.7.1 - There is no limitation which makes it difficult to transfer the shares.	X	
2.1. CORPORATE WEBSITE		
2.1.1 - The Company's corporate website contains all the elements set out in the corporate governance principle no. 2.1.1.	X	
2.1.2- Shareholding structure (names, privileges and share number and percentage of those natural person shareholders holding more than 5% of the issued capital) is updated on the corporate website at least every 6 months.	X	
2.1.4 - Information on the Company's corporate website has also been prepared in those foreign languages selected according to the need in a way that will have completely the same content with the Turkish version.	X	
2.2. ACTIVITY REPORT		
2.2.1 - The board of directors ensures that the annual activity report reflects the company's activities fully and correctly.	X	
2.2.2 - The annual activity report contains all the elements set out in the principle no. 2.2.2.	X	
3.1. THE COMPANY'S POLICY ON BENEFICIARIES		
3.1.1- Rights of beneficiaries are protected within the framework of relevant regulations, contracts and good faith rules.	X	
3.1.3 - Policies and procedures on the rights of beneficiaries are published on the company's corporate website.	X	
3.1.4 - Mechanisms necessary for beneficiaries to report the transactions which are in breach of legislation and unethical have been formed.	X	
3.1.5 - The Company deals with the conflicts of interest between beneficiaries in a balanced manner.	X	
3.2. SUPPORTING THE ATTENDANCE OF BENEFICIARIES IN THE COMPANY'S MANAGEMENT		
3.2.1 - Attendance of employees in the management is regulated by the articles of association or internal regulations.	X	It is one of the Corporate Governance Principles compliance with which is not mandatory and improvement efforts in this area shall continue in 2020.
3.2.2 - In the significant decisions bearing consequences for beneficiaries, methods such as questionnaires / consultation were implemented to obtain the opinion of beneficiaries.	X	It is one of the Corporate Governance Principles compliance with which is not mandatory and improvement efforts in this area shall continue in 2020.
3.3. THE COMPANY'S HUMAN RESOURCES POLICY		
3.3.1 - The Company adopted an employment policy ensuring equal opportunity, and a succession planning for all the key manager positions.	X	
3.3.2 - Criteria on personnel recruitment were determined in writing.	X	
3.3.3 - The Company has a Human Resources Development Policy, and in this context, trainings are organized for employees.	X	The Company's Human Resources Policy is available on the Corporate Website, under the Human Resources tab.
3.3.4 - Meetings were held, aimed at informing the employees of the Company's financial standing, remuneration, career planning, training and health.	X	It is one of the Corporate Governance Principles compliance with which is not mandatory and improvement efforts in this area shall continue in 2020.
3.3.5 - Decisions which might affect the employees were notified to them and to the employee representatives. Opinions of the relevant labor unions were also obtained on these matters.	X	The Company has no personnel who is a labor union member.
3.3.6 - Job descriptions and performance criteria were prepared in detail for all employees and announced to employees, and used in the decisions on remuneration.	X	It is one of the Corporate Governance Principles compliance with which is not mandatory and improvement efforts in this area shall continue in 2020.

3.3.7 - Measures were taken such as procedures, trainings, awareness-raising, targets, monitoring and complaint mechanisms aimed at preventing discrimination between employees and protecting the employees against internal physical, mental and emotional mistreatment.	X	
3.3.8 - The Company supports freedom of association and efficient recognition of the right of collective bargaining agreement.		X There is no collective bargaining agreement.
3.3.9 - A safe working environment is ensured for employees.	X	
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS		
3.4.1- The Company measured customer satisfaction and carried on business with the approach of unconditional customer satisfaction.	X	
3.4.2 - When a delay occurs in processing the requests of customers in relation to the goods and services purchased by them, this circumstance is notified to the customers.	X	
3.4.3 - The Company is committed to the quality standards in relation to goods and services.	X	
3.4.4 - The Company has controls in place, aimed at protecting the confidentiality of sensitive information of customers and suppliers falling within the scope of trade secrets.	X	
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY		
3.5.1 - The Board of Directors determined the Ethical Conduct Rules and published them on the Company's corporate website.	X	
3.5.2- The partnership is sensitive on the issue of social responsibility. Measures aimed at prevention of corruption and bribery were taken.	X	
4.1. FUNCTION OF THE BOARD OF DIRECTORS		
4.1.1- The board of directors ensures that the strategies and risks do not threaten the company's long term interests and an efficient risk management is implemented.	X	
4.1.2- Meeting agendas and minutes reveal the fact that the board of directors approved the company's strategic targets by discussing them, determined the resources needed, and the management's performance has been audited.	X	
4.2. OPERATING PRINCIPLES OF THE BOARD OF DIRECTORS		
4.2.1- The board of directors documented its activities and submitted them to the information of shareholders.	X	
4.2.2- Duties and authorities of the board members are explained in the annual activity report.	X	
4.2.3 - The board of directors constituted an internal control system which is appropriate for the company's scale and complexity of its activities.	X	
4.2.4- Information on functioning and efficiency of the internal control system are given in the annual activity report.	X	
4.2.5 - Duties of the chairman of the board of directors and chief executive officer (general manager) are separated from each other and defined.	X	
4.2.7- The board of directors worked in close cooperation with the investor relations department and the corporate governance committee in eliminating the disputes between the company and the shareholders, in communication with the shareholders, and in ensuring efficient working of investor relations department and the corporate governance committee.	X	
4.2.8 - The Company took out a manager's liability insurance at an amount exceeding 25% of the capital, for the damages to be caused to the Company by the board members due to their faults during their office.	X	The policy exists, but it remains under the amount determined.
4.3. STRUCTURE OF THE BOARD OF DIRECTORS		
4.3.9- The Company determined a target of minimum 25% for the percentage of female members in the board of directors and formed a policy to achieve this purpose. Structure of the board of directors is reviewed annually and the nomination process is carried out in accordance with this policy.	X	It was decided at the meeting dated 29.08.2018 of the Corporate Governance Committee to carry out the necessary efforts to ensure in medium term that the percentage of female members in our Board of Directors can reach 25%, and to form the relevant policies.
4.3.10 - At least one of the members of the audit committee has 5 years of experience in audit/accounting and finance.	X	
4.4. FORM OF MEETINGS OF THE BOARD OF DIRECTORS		
4.4.1 - All the board members physically attended in most of the meetings of the board of directors.	X	
4.4.2 - The board of directors identified a minimum time period in order that the information and documents in relation to the issues in the agenda can be sent to all members before the meeting.	X	
4.4.3 - Opinions of those members who could not attend the meeting but submitted their opinions to the board of directors in writing were submitted to the information of other members.		X
4.4.4 - Each member has one voting right in the board of directors.	X	

4.4.5 - The method of holding of the meetings of the board of directors was put in writing through internal regulations.	X	
4.4.6 - Minutes of meeting of the board of directors reveal that all the items in the agenda were discussed, and the decision minutes is prepared in a way that will contain the dissenting opinions as well.	X	
4.4.7 - Engagement of the board members in other duties outside of the Company is limited. The duties engaged in by the board members outside of the company were submitted to the information of shareholders at the general assembly meeting.	X	Engagement of the Company's Board Members in another duty outside of the Company was subjected to certain rules and limited as per the relevant article of the Company's Articles of Association.
4.5. COMMITTEES FORMED WITHIN THE BOARD OF DIRECTORS		
4.5.5 - Each board member holds office only in one committee.	X	In terms of the number of the board members, the members hold office in more than one committee.
4.5.6- The committees invited those persons that they deem necessary to meetings to obtain their opinions, and they obtained their opinions.	X	
4.5.7 - Information on the independence of the person/organization from which the committee received consultancy service is given on the annual activity report.	X	There is no person or organization from which the committees received consultancy service.
4.5.8 - A report was drawn up and submitted to the board members on the outcomes of meetings of the committees.	X	
4.6. FINANCIAL RIGHTS GRANTED TO BOARD MEMBERS AND EXECUTIVE MANAGERS		
4.6.1 - The board of directors carried out a board of directors performance evaluation in order to evaluate whether or not it has fulfilled its responsibilities efficiently.	X	It is one of the Corporate Governance Principles compliance with which is not mandatory. In this context, there is no Board of Directors performance evaluation.
4.6.4 - The Company did not make available any loan, lend money, or extend the due date or improve the conditions of any money which was lent, or make available any loan through third parties under the title of a personal loan to, or provide security such as surety-ships, in favor of any of the board members or its administrative managers.	X	
4.6.5 - Remunerations paid to board members and administrative managers are explained in the annual activity report on individual basis.	X	It was decided at the General Assembly not to pay any remuneration to the Board Members for their office as Board Members. The Company considers the remunerations and financial rights of its senior managers as a trade secret within the scope of its competitive power.