



HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Corporate Governance Information Form
2019- Annual Disclosure

Summary Information
Corporate Governance Information Form on the Activities of 2019

CENTRAL SECURITIES DEPOSITORY
ISTANBUL



1. SHAREHOLDERS

Relevant Companies []

Relevant Funds []

1. SHAREHOLDERS

1.1. Facilitation of the Exercise of Shareholding Rights

Number of investor conferences and meetings held by the company throughout the year

1.2. Right to Get Information and Examine the Same

Number of requests for a private auditor

No request was made within the period for appointment of a private auditor.

Number of requests for a private auditor accepted during the general assembly meeting

N/A

1.3. General Assembly

Link to the PDP announcement where the information requested under the Principle no. 1.3.1 (a-d) was announced

<https://www.kap.org.tr/tr/Bildirim/746037>

Whether or not the documents in relation to the general assembly meeting are also presented in English, simultaneously with their Turkish version

The documents are also shared in English on our corporate website. <http://www.hurriyetkurumsal.com/en/NIInvestor-Relations/Pages/NGeneral-Meetings.aspx>

Links to the PDP announcements in relation to those transactions where there is no approval of majority of independent members or unanimity of those who attended, under the Principle no. 1.3.9

No such transaction was carried out in 2019.

Links to the PDP announcements in relation to the relevant party transactions carried out under article 9 of the Corporate Governance Communiqué no. (II-17.1)

No such transaction was carried out in 2019.

Links to the PDP announcements in relation to the common and continuous transactions carried out under article 10 of the Corporate Governance Communiqué no. (II-17.1)

No such transaction was carried out in 2019.

The name of the section on the Company's corporate website where the policy on donations and aids is found

Corporate Governance / Donations and Aids Policy

Link to the PDP announcement containing the minutes of the general assembly where the policy on donations and aids was adopted

<https://www.kap.org.tr/tr/Bildirim/671396> - Article 12 of the minutes of the General Assembly

Number of the article in the articles of association setting forth the attendance of beneficiaries to the general assembly

Article 19

Information on those beneficiaries who attended the general assembly

Please find the General Assembly list of attendees from the link <https://www.kap.org.tr/tr/Bildirim/751035>.

1.4. Voting Rights

Whether or not there is any privilege on the voting rights

No

If there is any privilege on the voting rights, holders of preference shares and their voting percentage -
 Shareholding percentage of the largest shareholder 79.18%

1.5. Minority Rights

Whether or not the scope of minority rights was extended in the company's articles of association (in terms of content or percentage) No

If the scope of minority rights was extended in terms of content and percentage, please specify the number of the relevant article of the articles of association. -

1.6. Dividend Right

The name of the section on the corporate website where the dividend distribution policy is found Corporate Governance / Dividend Distribution Policy
 In the case that the board of directors makes a proposal to the general assembly not to distribute dividend, text of the minutes in relation to the general assembly agenda item specifying the reasons for this and the method of using the profit not distributed Please find the text of the relevant minutes, under Article 7 of the Minutes of the General Assembly which is found on the link
<https://www.kap.org.tr/tr/Bildirim/751035>.
 In the case that the board of directors makes a proposal to the general assembly not to distribute dividend, link to the PDP announcement containing the relevant minutes of the general assembly <https://www.kap.org.tr/tr/Bildirim/751035>

General Assembly Meetings

General Assembly Date	Number of additional requests for explanation sent to the company in relation to the agenda of the general assembly	Percentage of attendance of shareholders to the general assembly	Percentage of shares represented by acting as principal	Percentage of shares represented by proxy	Name of the section on the company's corporate website, where the minutes of the general assembly meetings are found together with the affirmative and dissenting votes indicated in relation to each agenda item	Name of the section on the company's corporate website, where all the questions asked at the general assembly meeting and the answers given to them are found	The number of the article or paragraph of the minutes of the general assembly meeting, concerning the relevant parties	Number of persons notifying the board of directors, who are entitled to privileged access to the shareholding information (list of insiders)	Link to the general assembly notice published on PDP
29/03/2019	0	80 %	1 %	99 %	Investor Relations / General Assembly Meetings	Investor Relations / General Assembly Meetings	-	57	https://www.kap.org.tr/tr/Bildirim/751035



PUBLIC DISCLOSURE PLATFORM

2. PUBLIC DISCLOSURE AND TRANSPARENCY

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2.1. Corporate Website

Names of the sections on the corporate website, where the information required by the corporate governance principle no. 2.1.1 is found

Investor Relations / Basic Information / Registry Information - Corporate / Shareholding Structure - Corporate / Organization - Corporate Governance / Minority and Preference Shares - Corporate Governance / Trade Registry Gazettes - Corporate Governance / Articles of Association - Investor Relations / Material Events Disclosures - Investor Relations / Financial Reports - Investor Relations / Activity Reports - Investor Relations / General Assembly Meetings - Corporate Governance / Dividend Distribution Policy - Corporate Governance / Information Policy - Corporate Governance / Ethical Rules - Investor Relations / Frequently Asked Questions

The section on the corporate website, where the list of those natural person shareholders directly or indirectly holding more than 5% of the shares is found

Corporate / Shareholding Structure / Natural and Legal Persons Holding Share in the Capital Indirectly

Languages in which the corporate website is prepared

Turkish / English

2.2. Activity Report

Page numbers or names of sections in the activity report where the information specified in the corporate governance principle no. 2.2.2 is found

a) Page number or name of the section where the offices held by the board members and managers outside of the company and the declarations of independence of members are found

Article 1.G. Information on the Management Body, Senior Managers and the Number of Personnel

b) Page number or name of the section of the information on the committees formed within the board of directors

Article 1.G.1 The Board of Directors and Committees

c) Page number or name of the section of the information on the number of meetings of the board of directors held within the year and the status of attendance of members to the meetings	Article 1.G.1 The Board of Directors and Committees
ç) Page number or name of the section of the information on the amendments to the legislation which might significantly affect the Company's activities	N/A.
d) Page number or name of the section of the information on significant lawsuits filed against the Company and the possible consequences thereof	4.H.
e) Page number or name of the section of the information on the conflicts of interest between the Company and the organizations from which it receives services such as investment consultancy and rating services, and on the measures taken to prevent such conflicts of interest	Article 8 Miscellaneous
f) Page number or name of the section of the information on the cross-shareholdings where the percentage of direct participation in the capital exceeds 5%	There is no cross-shareholding relationship in our Company's capital
g) Page number or name of the section of the information on corporate social responsibility activities in relation to benefits and occupational training of employees and other company activities bearing social and environmental consequences	Article 8.A Personnel and Employee Movements, Collective Bargaining Implementations, and Rights and Benefits Granted to Personnel and Employees / Human Resources



PUBLIC DISCLOSURE PLATFORM

3. BENEFICIARIES

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3.1. The Company's Policy on Beneficiaries

The name of the section on the corporate website where the compensation policy is found	Corporate Governance / Compensation Policy
Number of judicial decisions finalized against the Company due to breach of rights of employees	19
Title of the official responsible for the reporting mechanism	Members of Corporate Governance Committee or the Audit Committee or those persons authorized to give information within the framework of the Company's Information Policy (Corporate Website / Corporate Governance / Information Policy)
Information on access to the Company's reporting mechanism	Access to the relevant officials is possible via the phone number 0 (212) 677 00 00.

3.2. Supporting Beneficiaries to Join in Company Management

Name of the section on the corporate website where the internal regulations on the participation of employees in management bodies are found	N/A
Management bodies where the employees are represented	N/A

3.3. The Company's Human Resources Policy

Role of the board of directors in development of a succession plan for key manager positions	The succession planning for key manager positions is prepared by Human Resources.
Name of the section on the corporate website where the human resources policy containing the criteria for equal opportunities and personnel recruitment is found, or summary of the relevant articles of the policy	Human Resources / Human Resources Policy
Whether or not there is an employee stock ownership programme	There isn't an employee stock ownership programme
Name of the section on the corporate website where the human resources policy containing the measures aimed at prevention of discrimination and mistreatment is found, or summary of the relevant articles of the policy	Human Resources / Human Resources Policy

Number of judicial decisions finalized against the company due to liability for occupational accidents	N/A
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website where the ethical rules policy is found	Corporate Governance / Ethical Rules
Name of the section on the corporate website where the corporate social responsibility report is found. If there is no corporate social responsibility report, measures taken on environmental, social and corporate governance issues	It complies with the regulations and ethical rules in relation to the environment, consumers and public health. The company supports and respects the internationally-recognized human rights. "Publishing Principles" have been adopted separately both in printed media and in visual/audial media business lines and it is possible to access the mentioned Principles on the Corporate Website via the "Values and Publication Principles" tab.
Measures taken for fight against any corruption including extortion and bribery	Efforts for forming a reporting mechanism and internal control system within the scope of fight against corruption are ongoing.

4. BOARD OF DIRECTORS-I

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Operating Principles of the Board of Directors

Date of the last performance evaluation of the board of directors	N/A
Whether or not independent experts were used in the performance evaluation of the board of directors	No
Whether or not all the board members were released	Yes
Names of the board members who were authorized through division of duties and the scope of the mentioned authorities	Yıldırım Demirören - Chairman of the Board of Directors, Meltem Oktay - Deputy Chairman of the Board of Directors
Number of reports submitted by the internal control department to the audit committee or to other relevant committees	None.
Name of the section or page number of the activity report where the assessment in relation to efficiency of the internal control system is found	Risks and Assessments of the Board of Directors
Name of the Chairman of the Board of Directors	Yıldırım Demirören
Name of chief executive officer / general manager	-
Link to the PDP announcement where the reason was given for the fact that the Chairman of the Board of Directors and the chief executive officer/general manager is the same person	They are not the same person.
Link to the PDP announcement regarding that damages to be caused to the Company by the board members due to their faults during their office were insured at an amount exceeding 25% of the company's capital	No PDP announcement was made.
Name of the section on the corporate website, giving information on the diversity policy aimed at increasing the percentage of female board members	1.G.1 The Board of Directors and Committees / Corporate Governance Committee
Number and percentage of female members	1 - 14%

Structure of the Board of Directors

Full Name of the Board Member	Executive Status	Independent Membership Status	Date of First Election to the Board of Directors	Link to the PDP Announcement Where the Declaration of Independence is found	Whether or not the Independent Member Was Considered by the Nomination Committee	Whether or not it is a Member Who Lost His Independent Status	Whether or not the Member has Experience of Minimum 5 Years in the Areas of Audit, Accounting and/or Finance
		Not					

Yıldırım Demirören	Non- executive	independent director	06/06/ 2018		Not applicable	Not applicable	Yes
Meltem Oktay	Non- executive	Not independent director	06/06/ 2018	-	Not applicable	Not applicable	Yes
Fikret Tayfun Demirören	Non- executive	Not independent director	06/06/ 2018	-	Not applicable	Not applicable	Yes
Mehmet Soysal	Non- executive	Not independent director	06/06/ 2018	-	Not applicable	Not applicable	Yes
Mehmet Koray Yanç	Non- executive	Not independent director	16/07/ 2018	-	Not applicable	Not applicable	Yes
Orhan Kırca	Non- executive	Not independent director	06/06/ 2018	https://www.kap.org.tr/tr/Bildirim/718639	Considered	No	Yes
Alaattin Aykaç	Non- executive	Not independent director	06/06/ 2018	https://www.kap.org.tr/tr/Bildirim/718639	Considered	No	Yes

4. BOARD OF DIRECTORS-II

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4.4. Form of Meetings of the Board of Directors

Number of meetings of the board of directors held by physically convening the board within the reporting period 24

Average percentage of attendance to meetings of the board of directors 93 %

Whether or not an electronic portal is used to facilitate the works of the board of directors No

How many days in advance of the meeting the information and documents are presented to the members, pursuant to the operating principles of the board of directors 7

Name of the section on the corporate website where information on the internal regulations setting forth the method of holding of the meetings of the board of directors is found Corporate Governance / Articles of Association

The upper limit determined in the policy limiting engagement of the members in other duties outside of the Company Engagement of the Company's Board Members in other duty or duties outside of the Company was subjected to certain rules pursuant to article 14 of the Company's Articles of Association.

4.5. Committees Formed Within the Board of Directors

Page number or name of the section of the activity report where information on the committees of the board of directors is found 1.G.1 The Board of Directors and Committees

Link to the PDP announcement where the operating principles of the committees were announced Operating Principles of the Committees are found on our corporate website (Corporate / Committees)

Committees of the Board of Directors-I

Names of the Committees of the Board of Directors	Name of the Committee Shown in Column One as "Other"	Full Name of Committee Members	Committee Chairman Status	Board Membership Status
Audit Committee		Alaattin Aykaç	Yes	Board member
Audit Committee		Orhan Kırca	No	Board member

Corporate Governance Committee		Alaattin Aykaç	Yes	Board member
Corporate Governance Committee		Orhan Kırca	No	Board member
Corporate Governance Committee		Murat Öztürk	No	Not board member
Committee of Early Detection of Risk		Alaattin Aykaç	Yes	Board member
Committee of Early Detection of Risk		Hüseyin Emrah Kurtoğlu	No	Not board member
Committee of Early Detection of Risk		Ayşe Özlem Ertürk	No	Not board member



4. BOARD OF DIRECTORS-III

PUBLIC DISCLOSURE PLATFORM

4. BOARD OF DIRECTORS-III

4.5. Committees Formed Within the Board of Directors-II

Specify the section of the activity report or corporate website where information on the activities of the audit committee is given (page number or name of the section)

Activity Report / 1.G.1
The Board of Directors
and Committees /
Evaluation of the Board of
Directors in Relation to
the Operating Principles
and Efficiency of the
Audit Committee, the
Corporate Governance
Committee and the
Committee of Early
Detection of Risk

Specify the section of the activity report or corporate website where information on the activities of the corporate governance committee is given (page number or name of the section)

Activity Report / 1.G.1
The Board of Directors
and Committees /
Evaluation of the Board of
Directors in Relation to
the Operating Principles
and Efficiency of the
Audit Committee, the
Corporate Governance
Committee and the
Committee of Early
Detection of Risk

Specify the section of the activity report or corporate website where information on the activities of the nomination committee is given (page number or name of the section)

Activity Report / 1.G.1 The
Board of Directors and
Committees / Evaluation of
the Board of Directors in
Relation to the Operating
Principles and Efficiency of
the Audit Committee, the
Corporate Governance
Committee and the
Committee of Early
Detection of Risk As set
forth by Corporate
Governance Communiqué
(II-17.1), the Corporate
Governance Committee has
also assumed the duties of
the Nomination Committee

Activity Report / 1.G.1 The
Board of Directors and
Committees /

Specify the section of the activity report or corporate website where information on the activities of the committee of early detection of risk is given (page number or name of the section)

Evaluation of the Board of Directors in Relation to the Operating Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee of Early Detection of Risk

Specify the section of the activity report or corporate website where information on the activities of the remuneration committee is given (page number or name of the section)

Activity Report / 1.G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Operating Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee of Early Detection of Risk As set forth by Corporate Governance Communiqué (II-17.1), the Corporate Governance Committee has also assumed the duties of the Nomination Committee

4.6. Financial Rights Granted to Board Members and Administrative Managers

Page number or name of the section of the activity report where information on operational and financial performance targets, and whether or not they were achieved, is given

4.A. The Company's Field and Sector of its Activities and its Position in this Sector

Name of the section of the corporate website where the remuneration policy for executive and non-executive members is found

Corporate Governance / Remuneration Policy

Page number or name of the section of the activity report where the remunerations given and all other benefits granted to board members and administrative managers are specified

2. Financial Rights Granted to Board Members and Senior Managers

Committees of the Board of Directors-II

Names of the Committees of the Board of Directors	Name of the Committee Shown in Column One as "Other"	Percentage of Non-Executive Managers	Percentage of Independent Members in the Committee	Number of Physical Meetings Held by the Committee	Number of Reports Submitted by the Committee to the Board of Directors on its Activities
Audit Committee		100 %	100 %	6	7
Corporate Governance Committee					

		67%	67%	5	5
Committee of Early Detection of Risk		67%	33%	6	6