



# HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. Disclosure Regarding General Assembly Procedures

# Disclosure Regarding General Assembly

Summary Information	Call for Ordinary General Assembly Meeting
Is the Disclosure an Update?	No
Is the Disclosure a Correction?	No
Is the Disclosure a Deferred Disclosure?	No

## General Assembly Call

General Assembly Type	Ordinary General Assembly
Start Date of the Accounting Period	01.01.2018
End Date of the Accounting Period	31.12.2018
Date of Resolution	04.03.2019
Date of General Assembly	29.03.2019
Time of General Assembly Hour	11:00 AM
Deadline for becoming a Shareholder for Attending the General Assembly	28.03.2019
Country	Turkey
Province	ISTANBUL
District	BAĞCILAR
Address	100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar / Istanbul

## Agenda Items

- 1- Opening, and appointment of the Meeting Council.
- 2 - Authorization of the Meeting Council to sign the Meeting Minutes.
- 3- Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.
- 4 - Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting it for approval.
- 5 - Reading and discussing the Financial Statements pertaining to the fiscal period from 1 January 2018 to 31 December 2018, and presenting them for approval.
- 6 - Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts pertaining to the fiscal period from 1 January 2018 to 31 December 2018.
- 7- Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.
- 8- Presenting to the approval of the General Assembly, the election of Mehmet Koray Yanç, who was elected as per our Company's Board of Directors Resolution no. 2018/34 and dated 16.07.2018 to hold office until the first General Assembly Meeting, as Board Member for the same office term as those of the current Board Members.
- 9- Informing the shareholders about the fact that, as per the "Remuneration Policy", no payment is made to Board Members and senior executives, without voting and resolving on the same in the General Assembly.
- 10 - Determination of the remuneration to be paid to the Board Members during their terms of office.
- 11- Discussing and presenting for approval the Board of Directors' suggestion concerning the selection of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
- 12- Discussing and presenting for approval the setting of an upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.
- 13- Discussing and presenting for approval the authorization of the Board of Directors with respect to issuance of capital market instruments representing indebtedness (including warrants) as permitted by the Capital Markets Board and limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such issuance, until the ordinary general assembly meeting where the activities and accounts of the fiscal period from 1 January 2019 to 31 December 2019 will be discussed.
- 14- Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.
- 15- Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.
- 16- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.
- 17- Without submitting it to voting and resolving on it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from 1 January 2018 to 31 December 2018, within the framework of the Capital Market Legislation and related regulations.
- 18- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favor of third persons.

## Items in the Agenda regarding Exercise of Rights

Dividend Distribution

## Documents regarding the Call for the General Assembly

<b>ENCLOSURE: 1</b>	29 Mart 2019 GK Bilgilendirme Dökümanı.pdf - General Assembly Information Document
<b>ENCLOSURE: 2</b>	29 Mart 2019 Olağan Genel Kurul Çağrı İlan Metni.pdf - Announcement Text
<b>ENCLOSURE: 3</b>	31122018 HURGZ Faaliyet Raporu.pdf - Other General Assembly Call Document
<b>ENCLOSURE: 4</b>	Hürriyet Gazetecilik ve Matbaacılık A.Ş. 1218.pdf - Other General Assembly Call Document
<b>ENCLOSURE: 5</b>	HURGZ 31.12.2018 Kar Dağıtım Tablosu.pdf - Other General Assembly Call Document

## Additional Disclosures

Our Company's Ordinary General Assembly for the fiscal period from 1 January 2018 to 31 December 2018 shall convene on Friday 29 March 2019 at 11:00 AM at our Head Office at the address of 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul, to discuss and resolve on the agenda items. The Ordinary General Assembly Call Announcement Text which was published on the Turkish Trade Registry Gazette dated March 07, 2019 is enclosed with this hereby announcement of us. Information and documents about the Ordinary General Assembly Meeting are available on our Corporate Website at [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com).

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.