

KAP
PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Notice Regarding General Assembly Procedures

CENTRAL REGISTRY
İSTANBUL

Notice Regarding General Assembly Procedures

Summary Information	Extraordinary General Assembly Convocation
Is the Made Disclosure an Update?	No
Is the Made Disclosure a Correction?	No
Is the Made Disclosure a Deferred Disclosure?	No

General Assembly Convocation	
General Assembly Type	Extraordinary General Assembly
Decision Date	11.05.2018
General Assembly Date	06.06.2018
General Assembly Time	11:00
Deadline to be a shareholder, in order to attend the General Assembly	05.06.2018
Country	Turkey
City	İSTANBUL
District	BAĞCILAR
Address:	100. Yıl Mahallesi 2264. Sokak No: 1 Bağcılar/Istanbul

Agenda Items

- 1-Opening and presiding of the meeting.
- 2-Authorization of the Meeting Chairman to sign the Meeting Minutes.
- 3-Determination of the number of members and duration of the Board of Directors and election of members of the Board of Directors to serve in the period to be determined.
- 4-Without the need of being submitted and voted at the General Assembly; providing information to the shareholders about the "Remuneration Policy" determined for the members of the Board of Directors and senior executives and about the payments made under the policy.
- 5-Determination of the fees to be paid to members of the Board of Directors during their duties.
- 6-Submission to the shareholders approval of the matter regarding the authorization of the members of the board of directors of the Company to be engaged in transaction mentioned in the article 395 and 396 of the Turkish Commercial Code

Rights Use Processes included in the Agenda

None

General Assembly Convocation Documents

- ANNEX: 1 HGMAŞ Extraordinary General Assembly Convocation Ad Text.pdf - Ad Text
ANNEX: 2 HGMAŞ Power of Attorney.pdf - Other General Assembly Convocation Document
ANNEX: 3 HURGZ Extraordinary General Assembly Information Document. 2018.pdf – General Assembly Information Document

Additional Annotations

The Extraordinary General Assembly Meeting of our Company was held at the Company Headquarters located at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/Istanbul, on June 6, 2018 Wednesday at 11:00.

The Extraordinary General Assembly Convocation Ad Text will be published in the TTSG of May 15, 2018; It is also annexed to this letter. Information and documents regarding the Extraordinary General Assembly Meeting can also be accessed through our Corporate Internet Site at www.hurriyetkurumsal.com.

We do hereby declare that the above disclosures are in conformity with the principles set out in the Capital Markets Board's Communiqué on Special Cases, currently in force, that they fully reflect the information obtained by us in this matter/these matters, that the information is in conformity with our books, records and documents, and that we are fully responsible for these disclosures.

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
INVITATION FOR EXTRAORDINARY GENERAL ASSEMBLY MEETING
FROM THE BOARD OF DIRECTORS

The Extraordinary General Meeting of our Company will be held at the Company Headquarters located at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/Istanbul, on June 6, 2018 Wednesday at 11:00 to discuss and decide on agenda items.

The company shareholders may participate in the meeting physically in accordance with the provisions of Article 1527 of the Turkish Commercial Code ("TTK") number 6102, or may vote by participating in the meeting electronic environment, through the Electronic General Assembly System ("e-GKS") of the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. "MKK"). Shareholders or their representatives who wish to participate in the Extraordinary General Assembly Meeting in electronic environment must be in possession of the Electronic Signature Certificate.

Shareholders holding an "electronic signatures" who would like to participate in the Extraordinary General Shareholders' Meeting in electronic environment, should complete the relevant participation transactions in accordance with the provisions of the "Regulation on General Assemblies to be Made in Electronic Media in Joint Stock Companies" published on August 28, 2012 in the Official Gazette number 28395, and the provisions of the Communiqué on Electronic General Assembly System to be Implemented in General Assemblies of Joint Stock Companies "published on August 29, 2012 in the Official Gazette number 28396. Otherwise, the attendance to the General Meeting in electronic form will not be possible. The company shareholders may obtain the necessary information regarding participation in the general meeting in the electronic environment from the CRA and/or the website of the CRA accessible at "www.mkk.com.tr".

Pursuant to the paragraph 4 of Article 415 of the Turkish Commercial Code and paragraph 1 of Article 30 of the Capital Markets Law ("SPK"), the right to participate and vote in the General Assembly is not subject to the requirement of storing the shares. In this framework, shareholders are not required to block their shares if they wish to attend the Extraordinary General Shareholders' Meeting. Our shareholders who wish to attend the Extraordinary General Meeting must fulfill the procedures declared by the CRA to the public.

Only the shareholders whose names are listed on the list of attendees created by considering the "shareholders' list" provided by the CRA can attend the Extraordinary General Assembly Meeting. The check to verify whether the persons who come physically to the meeting room for participating in the Extraordinary General Meeting are shareholders or representatives, shall be made on the basis of the mentioned list.

Without prejudice to the rights and obligations regarding the participation in the Extraordinary General Assembly Meeting held in the electronic environment, the shareholders who cannot participate in the General Meeting personally, may use the voting rights through proxy by submitting to the Company a power of attorney, prepared in accordance with the following example, (which signature is legalized by the notary public) and by complying with the other matters provided for in the II-30.1 "Voting by Proxy and Collection of Proxies by Convocation Communiqué" of the Capital Markets Board ("CMB"), published in the Official Gazette number 28861 dated 24.12.2013 and entered into force. A sample of the Power of Attorney Form can be obtained from our Company headquarters or from our Corporate Web Site at www.hurriyetkurumsal.com. If the authorization is made via e-GKS, the name (surname) of the proxy (representative) must be found in the list obtained from the MKK. If the authorization is not made via e-GKS, it is necessary to submit a power of attorney in conformity with the legislation. The proxy appointed by electronic means via e-GKS is not obliged to submit an authorization document. Power of attorneys which do not comply with the example of the power of attorney reported in the annex and considered compulsory by the CMB Communiqué II-30.1, shall not be accepted due to our legal responsibility.

General Assembly Information Document, Procedure for Participation in the General Meeting, the Power of Attorney Form, and the information notes containing necessary explanations within the scope of II-17.1 "Corporate Governance Communiqué" of the CMB, will be made available for examination by our shareholders, by being published at least three weeks before the meeting at the headquarters and branches of the Company,

- At the Company Headquarters located at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul,
- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch located at Yeni Doğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir/Adana,
- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara DMC Branch located at Söğütözü Mahallesi, Dumlupınar Bulvarı, No:102, Çankaya/Ankara,

- At the Ankara DPC Branch located at Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu üzeri 15. Km 06150 Sarayköy Pursaklar/Ankara,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch located at Yenigöl Mahallesi, Serik Caddesi, No:80, Havalimanı Yolu 8. Km. 07300 Muratpaşa/Antalya,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch, located at Odunluk Mahallesi Akpınar Caddesi Green White Plaza No:5 Kat:6 D:16 Nilüfer /Bursa,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Istanbul DPC Branch, located at Orhangazi Mahallesi, 1650 Sokak, No:2, Doğan Media Tesisleri Esenyurt/Istanbul,

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Izmir Branch located at Şehitler Caddesi, No:16/1 Alsancak/Izmir,

- At the Hürriyet Gazetecilik ve Matbaacılık - A.Ş. İzmir DPC Branch, located at Fatih Mahallesi, Ege Caddesi, No:36, 35414 Gaziemir/İzmir.

- At the Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch, located at Nuroğlu Mahallesi, Organize Sanayi Bölgesi, 10. Cadde, No:1, 61900 Arsin/Trabzon,

And at our Corporate Internet Site www.hurriyetkurumsal.com and on the Central Registry Agency's Electronic General Assembly System e-GKS

Kindly submitted to the attention of our esteemed shareholders.
Best Regards,

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
BOARD OF DIRECTORS

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
DATED JUNE 6, 2018
EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA

1. Opening and Presiding of the Meeting.
2. Authorization of the Meeting Chairman to sign the Meeting Minutes.
3. Determination of the number of members and duration of the Board of Directors and election of members of the Board of Directors to serve in the period to be determined.
4. Without the need of being submitted and voted at the General Assembly; providing information to the shareholders about the "Remuneration Policy" determined for the members of the Board of Directors and senior executives and about the payments made under the policy.
5. Determination of the fees to be paid to members of the Board of Directors during their duties.
6. Submission to the shareholders approval of the matter regarding the authorization of the members of the board of directors of the Company to be engaged in transaction mentioned in the article 395 and 396 of the Turkish Commercial Code .

POWER OF ATTORNEY
HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I do hereby appoint a, identified below in details, to represent me in line with the my opinions described below, to vote on my behalf , to submit proposals and to sign the required documents, at the Extraordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. that will be held on Wednesday, June 6, 2018 at 11:00, at 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul.

The proxy (*);

Name/Surname/Trade Name:

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:

(*) Foreign proxies are obliged to submit equivalent information, if available.

A) SCOPE OF REPRESENTATION AUTHORITY

The scope of representation authority for the sections 1 and 2 given below, should be determined by selecting one of the options (a), (b), or (c).

1.About the issues included in the agenda of the General Assembly;

a)The proxy is authorized to vote in accordance with his/her own opinion.

b)The proxy is authorized to vote in accordance with the proposal of the partnership management.

c)The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the shareholder select the option (c), the specific instructions on the agenda are provided by marking one of the options (accept or reject) given in front of the agenda item and - if the reject option is marked - by indicating the dissenting opinion requested to be written in the general meeting minutes.

Agenda Items (*)	Admission	Rejection	Dissenting Opinion
1.Opening and Presiding of the Meeting.			
2.Authorization of the Meeting Chairman to sign the Meeting Minutes.			
3.Determination of the number of members and duration of the Board of Directors and election of members of the Board of Directors to serve in the period to be determined.			
4.Without the need of being submitted and voted at the General Assembly; providing information to the shareholders about the "Remuneration Policy" determined for the members of the Board of Directors and senior executives and about the payments made under the policy.			

5.Determination of the fees to be paid to members of the Board of Directors during their duties.			
6.Submission to the shareholders approval of the matter regarding the authorization of the members of the board of directors of the Company to be engaged in transaction mentioned in the article 395 and 396 of the Turkish Commercial Code			

There is no voting on information items.

If the minority has a separate decision draft, it is also specified, providing the vote by proxy.

2.Special instructions on other matters that may arise in the General Assembly meeting and in particular on the exercise of minority rights:

- a)The proxy is authorized to vote in accordance with his/her own opinion.
- b)The proxy is not authorized to represent the shareholder in these matters.
- c)The proxy is authorized to vote in accordance with the following specific instructions.

SPECIAL INSTRUCTIONS; Indicate here the specific instructions to be given by the shareholder to the proxy, if any.

B)The shareholder specifies the shares he/she wishes to be represented by the proxy, by selecting one of the following options.

1.I do hereby approve the representation by the proxy of the shares specified in detail below.

- a)Order and series: *
- b)Number/Group: **
- c)Number-Nominal value:
- ç)Whether the vote is a privileged vote or not:
- d)Bearer share-Registered share: *
- e)Percentage of total shares/voting rights owned by the shareholder:

*This information is not requested for the shares being monitored through registration.

**In case of shares being monitored through registration, the share number will be substituted with the information about the group, if any.

2.I do hereby approve the representation by proxy of all my the shares listed in the list of shareholders who may participate in the general meeting prepared by CRA a day before the general assembly date.

SHAREHOLDER'S NAME SURNAME OR TITLE (*)

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:

Address:

(*) Foreign shareholders are obliged to submit equivalent information, if available.

SIGNATURE

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON JUNE 6, 2018
INFORMATION DOCUMENT
INTRODUCTION

The Extraordinary General Assembly Meeting of our Company will be held at 11:00 am on June 6, 2018 Wednesday at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/Istanbul to discuss and decide on agenda items.

General Assembly Information Document, Procedure for Participation in the General Meeting, the Power of Attorney Form, and the information notes containing necessary explanations within the scope of II-17.1 "Corporate Governance Communiqué" of the CMB, will be made available for examination by our shareholders, by being published at least three weeks before the meeting at the headquarters and branches of the Company, on our Corporate Internet Site www.hurriyetkurumsal.com and on the Central Registry Agency's Electronic General Assembly System e-GKS.

PROCEDURE OF PARTICIPATION IN THE GENERAL ASSEMBLY

The company shareholders may participate in the meeting physically in accordance with the provisions of Article 1527 of the Turkish Commercial Code ("TTK") number 6102, or may vote by participating in the meeting electronic environment, through the Electronic General Assembly System ("e-GKS") of the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. "MKK"). Shareholders or their representatives who wish to participate in the Extraordinary General Assembly Meeting in electronic environment must be in possession of the Electronic Signature Certificate.

Shareholders holding an "electronic signatures" who would like to participate in the Extraordinary General Shareholders' Meeting in electronic environment, should complete the relevant participation transactions in accordance with the provisions of the "Regulation on General Assemblies to be Made in Electronic Media in Joint Stock Companies" published on August 28, 2012 in the Official Gazette number 28395, and the provisions of the Communiqué on Electronic General Assembly System to be Implemented in General Assemblies of Joint Stock Companies "published on August 29, 2012 in the Official Gazette number 28396. Otherwise, the attendance to the General Meeting in electronic form will not be possible.

The company shareholders may obtain the necessary information regarding participation in the general meeting in the electronic environment from the CRA and/or the website of the CRA accessible at "www.mkk.com.tr".

Pursuant to the paragraph 4 of Article 415 of the Turkish Commercial Code and paragraph 1 of Article 30 of the Capital Markets Law ("SPK"), the right to participate and vote in the General Assembly is not subject to the requirement of storing the shares. In this framework, shareholders are not required to block their shares if they wish to attend the Extraordinary General Shareholders' Meeting.

Our shareholders who wish to attend the Extraordinary General Meeting must fulfill the procedures declared by the CRA to the public. Only the shareholders whose names are listed on the list of attendees created by considering the "shareholders' list" provided by the CRA can attend the Extraordinary General Assembly Meeting. The check to verify whether the persons who come physically to the meeting room for participating in the Extraordinary General Meeting are shareholders or representatives, shall be made on the basis of the mentioned list.

Without prejudice to the rights and obligations regarding the participation in the Extraordinary General Assembly Meeting in electronic environment, the shareholders who cannot participate in the Extraordinary General Meeting personally, may use the voting rights through proxy by submitting to the Company a power of attorney, prepared in accordance with the following example, (which signature is legalized by the notary public) and by complying with the other matters provided for in the II-30.1 "Voting by Proxy and Collection of Proxies by Convocation Communiqué" of the Capital Markets

Board ("CMB"), published in the Official Gazette number 28861 dated 24.12.2013 and entered into force. A sample of the Power of Attorney Form can be obtained from our Company headquarters or from our Corporate Web Site at www.hurriyetkurumsal.com.

If the authorization is made via e-GKS, the name (surname) of the proxy (representative) must be found in the list obtained from the MKK. If the authorization is not made via e-GKS, it is necessary to submit a power of attorney in conformity with the legislation. The proxy appointed by electronic means via e-GKS is not obliged to submit an authorization document. Power of attorneys which do not comply with the example of the power of attorney reported in the annex and considered compulsory by the CMB Communiqué II-30.1, shall not be accepted due to our legal responsibility.

According to the Article 19 of our Articles of Association;

The following principles shall be applied at the General Assembly meetings.

a)Convocation manner: General Meetings are convened in ordinary or extraordinary manner. The provisions of the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and other applicable legislation shall be applied for the invitations to this meeting.

Announcements for General Assembly Meetings shall be made at least three weeks prior to the date of the general meeting, by means of all the procedures foreseen by the legislation and by any means of communication, including electronic communication, in order to ensure that the maximum number of shareholders is informed.

Said announce has been published on the Public Disclosure Platform, the Company's web site and the Turkey Trade Registry Gazette.

The company's website contains notices and disclosures that must be made in accordance with the Capital Markets Law, Capital Markets Board regulations and other applicable legislations, as well as declarations and explanations required by the Company in accordance with the legislation.

b)Meeting Time: The Ordinary General Assembly is convened at least once in the year. At these meetings, the issues necessary to be discussed according to the agenda are examined and settled accordingly.

The Extraordinary General Assembly convenes in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board and the provisions of this Articles of Association.

c)Place of Meeting: The General Assemblies are convened at the headquarters of the Company or at a place other than the headquarters of the Company upon the decision of the Board of Directors.

d)Representation: Shareholders may represent themselves at General Assembly meetings, through a shareholder or a non-shareholder.

The procedures of voting by proxy shall be done in compliance with the provisions of the Turkish Commercial Code, the Capital Markets Law, Capital Markets Board regulations and other legislative provisions.

e)Participation in the Meeting: The executive members of the Board of Directors, at least one member of the Board of Directors and the Independent Audit Organization are obliged to attend the General Assembly meetings; furthermore, those who have responsibilities related to the issues on the agenda, and those who should provide statements and explanations are also required to participate in the meeting. If the persons other than those required to attend the meeting in accordance with the law are not present at the meeting, reasons for not participating in the meeting shall be submitted to the General Assembly by the meeting chairman.

Shareholders may participate in the General Assembly meeting in accordance with the provisions of the Turkish Commercial Code, Capital Markets Law, Capital Markets Board and Central Registry Agency (Sermaye Piyasası Kurulu ve Merkezi Kayıt Kuruluşu A.Ş.) regulations and other relevant legislation in force.

It is not possible for the shareholder and/or his/her proxy, who has not received an entry document in accordance with the relevant legislation, to attend the meeting and/or vote. "

f)Chairman of the Meeting: the General Assembly meeting are chaired by a chairman, elected by the General Assembly, also among non shareholders. The Chairman shall constitute the chairmanship by appointing the officer in charge of keeping the minutes (secretary)and if he/she deems necessary by appointing the vote collector. A vice-chairman may also be elected if necessary.

g)Representative of the Ministry: It is obligatory the participation of the Representative of the Ministry of Customs and Trade, at the ordinary and extraordinary general assembly meetings, and the sign by him/her of the meeting minutes together with the concerned persons. The relevant Turkish Commercial Code, the relevant Ministry regulations and other legislative provisions shall be complied with.

h)Voting Right and its Use: Each share gives the right of one vote at the General Assembly meetings. At the General Assembly meetings held with the physical participation of the shareholders, the votes are used by raising hands. It is obligatory to apply for secret ballot if one of the twenty one of the shareholders represented at the meeting requests it.

If the usufruct right and the right to dispose a share belong to different persons, they may represent the share by arriving at an agreement with each other as they deem appropriate.

If they will not arrive at an agreement, the right to attend and vote at the General Assembly meetings will be used by the beneficial owner.

ı)Meetings and Decisions Quorum: The provisions of the Capital Markets Law, the provisions of the Capital Markets Board and the provisions of the Turkish Commercial Code shall be apply for the meetings and decision quorums at all the General Assembly meetings of the Company.

i)Internal Directive: The Board of Directors, by acting in accordance with the relevant provisions of the Turkish Commercial Code and the regulations and communiqués issued within the framework of this Law, prepares an internal directive containing the rules and procedures that will govern the activity of the General Assembly, and submits it to the approval of the General Assembly. The internal directive approved by the General Meeting shall be registered in the Trade Registry and shall be announced in the Trade Registry Gazette of Turkey.

j)Participation in the General Assembly Meeting in electronic environment: Those who are entitled to participate in the General Assembly meetings of the Company may participate in this meeting in electronic environment in accordance with Article 1527 of the Turkish Commercial Code. The Company may, in the framework of the applicable legislation, establish an electronic general assembly system that allows the rights holders to participate in the general assembly meetings electronically, to make proposals and to vote, and may also purchase services from systems established for this purpose.

In accordance with this provision of the main contract, at the general assembly meetings to be held, it will be ensured that the rights of the right holders and their representatives can be exercised through the established system."

Kindly submitted to the attention of our esteemed shareholders.

Best Regards,

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
BOARD OF DIRECTORS

**TOTAL SHARES NUMBER AND VOTING RIGHT REFLECTING THE COMPANY'S
PARTNERSHIP STRUCTURE;**

**INFORMATION ABOUT THE VOTING RIGHT , THE PRIVILEGED SHARES AND THE
NUMBER OF SHARES REPRESENTING EACH PRIVILEGED SHARES GROUP**

- Trade Title/ Name, Last name of the Partner	Share in Capital (TL)	Share in Capital (%)
Dođan Őirketler Grubu Holding A.Ő	428.732.709	77.67
The Part Listed at BİST and Other	123.267.290	22.33
TOTAL	552.000.000	100,00

-Total Number of Shares Reflecting the Shareholding Structure of the Company:
552.000.000 pcs.

-Total Voting Rights Reflecting the Shareholding Structure of the Company:
552.000.000 pcs.

Privileged Share:
NONE.

DISCLOSURES RELATED THE GENERAL ASSEMBLY AND STATEMENTS ON THE AGENDA

Our statements regarding the agenda of the General Assembly are given below;

AGENDA

1. Opening and Presiding of the Meeting.

Reason: The Chairman and the board (Chairmanship) that will chair the general assembly will be elected in accordance with the provisions of the Turkish Commercial Code ("TCC"), the Procedures and Principles of General Assembly Meetings of Joint Stock Companies, and the Regulation on the Representatives of the Customs and Trade Ministry that will participate in such meetings ("Regulation").

2. Authorization of the Meeting Chairman to sign the Meeting Minutes.

Reason: The General Assembly shall authorize the Chairman of the Meeting to sign the minutes of the General Assembly.

3. Determination of the number of members and duration of the Board of Directors and election of members of the Board of Directors to serve in the period to be determined.

Reason: • The members of the board of directors shall be elected by the General Assembly in accordance with the provisions of TCC, CMB rules and Regulations.

According to the article 13 of our Articles of Association;

“The Company is managed and represented by a Board of Directors consisting of at least 7 to 11 members to be elected by the shareholders in the General Assembly. The members of the Board of Directors shall be elected among candidates with the qualifications of an independent member, in accordance with the rules set forth by the Capital Markets Board.

The provisions of the Capital Markets Law, Capital Markets Board regulations and other applicable legislation shall be applied for the identification of the Independent Board of Directors Candidates, for the proposal of candidates, their number and qualifications, election, dismissal and/or resignation from office.

Board members should be selected among persons having basic knowledge about the legal principles governing the transactions and processes of the Company's activity field, being trained and experienced in corporate management, having the ability to examine financial statements and reports and being preferably graduated from higher education.”

According to the decision of the Board of Directors dated May 11, 2018 and numbered 2018/24, announced on November 12, 2018 to the BIST through the KAP, Alaattin Aykaç and Orhan Kırca were accepted as independent board members.

Here enclosed you will find the curriculum vitae of the mentioned candidates for members of the board of directors (ANNEX/2).

4. Without the need of being submitted and voted at the General Assembly; providing information to the shareholders about the "Remuneration Policy" determined for the members of the Board of Directors and senior executives and about the payments made under the policy.

Reason: According to the Corporate Governance Communiqué of the Capital Markets Board (II-17.1), the General Assembly is informed about the "Remuneration Policy " determined for the members of the Board of Directors and senior managers.

Here enclosed (Annex/3) you will find the mentioned "Remuneration Policy", which is determined by the Board of Directors Decision number 2014/10, dated March 06, 2014.

5. Determination of the fees to be paid to members of the Board of Directors during their duties.

Reason: Fees to be paid to the members of the Board of Directors shall be determined in accordance with the TCC, the CMB rules and the Regulation.

According to the article 17 of our Articles of Association:

"Decisions related to the attendance fee, salary, annual profit share, bonus and premium payments, to be done to the members of the board of directors are taken by the General Assembly. The financial rights of the members of the Board of Director may be differentiated depending on the duties, powers and responsibilities undertaken by them.

The provisions of the Capital Markets Law, Capital Markets Board regulations and other applicable legislation shall be applied for the determination of financial rights to be provided to the independent members of the board of directors.

The Board of Directors shall determine whether any fees will/won't be paid to the committee chairman and committee members, for the tasks carried out by them in committees, and shall determine the terms and conditions in case of payment."

6. Submission to the shareholders approval of the matter regarding the authorization of the members of the board of directors of the Company to be engaged in transaction mentioned in the article 395 and 396 of the Turkish Commercial Code

Reason: The matters regarding the authorization of the Members of the Board of Directors to perform transactions and activities mentioned in the article 395 of the TCC entitled "Prohibition on Engaging in Transactions with the Company, Prohibition on Borrowing from the Company" and in the article 396 entitled "Prohibition of Competition" are submitted to the approval of the General Assembly.

ANNEXES:

1. Sample of Power of Attorney
2. Curriculum vitae of Independent Board Member Candidates
3. Remuneration Policy

ANNEX/1

POWER OF ATTORNEY HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I do hereby appoint a, identified below in details, to represent me in line with the my opinions described below, to vote on my behalf , to submit proposals and to sign the required documents, at the Extraordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. that will be held on Wednesday, June 6, 2018 at 11:00, at 100. Yıl Mahallesi, 2264. Sokak, No: 1, Bağcılar/Istanbul.

The proxy (*);

Name/Surname/Trade Name:

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:

(*) Foreign proxies are obliged to submit equivalent information, if available.

A) SCOPE OF REPRESENTATION AUTHORITY

The scope of representation authority for the sections 1 and 2 given below, should be determined by selecting one of the options (a), (b), or (c).

1.About the issues included in the agenda of the General Assembly;

a)The proxy is authorized to vote in accordance with his/her own opinion.

b)The proxy is authorized to vote in accordance with the proposal of the partnership management.

c)The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the shareholder select the option (c), the specific instructions on the agenda are provided by marking one of the options (accept or reject) given in front of the agenda item and - if the reject option is marked - by indicating the dissenting opinion requested to be written in the general meeting minutes.

Agenda Items (*)	Admission	Rejection	Dissenting Opinion
1.Opening and Presiding of the Meeting.			
2.Authorization of the Meeting Chairman to sign the Meeting Minutes.			
3.Determination of the number of members and duration of the Board of Directors and election of members of the Board of Directors to serve in the period to be determined.			
4.Without the need of being submitted and voted at the General Assembly; providing			

information to the shareholders about the "Remuneration Policy" determined for the members of the Board of Directors and senior executives and about the payments made under the policy.			
5.Determination of the fees to be paid to members of the Board of Directors during their duties.			
6.Submission to the shareholders approval of the matter regarding the authorization of the members of the board of directors of the Company to be engaged in transaction mentioned in the article 395 and 396 of the Turkish Commercial Code			

There is no voting on information items.

If the minority has a separate decision draft, it is also specified, providing the vote by proxy.

2.Special instructions on other matters that may arise in the General Assembly meeting and in particular on the exercise of minority rights:

- a)The proxy is authorized to vote in accordance with his/her own opinion.
- b)The proxy is not authorized to represent the shareholder in these matters.
- c)The proxy is authorized to vote in accordance with the following specific instructions.
SPECIAL INSTRUCTIONS; Indicate here the specific instructions to be given by the shareholder to the proxy, if any.

B)The shareholder specifies the shares he/she wishes to be represented by the proxy, by selecting one of the following options.

1. I do hereby approve the representation by the proxy of the shares specified in detail below.

- a)Order and series: *
- b)Number/Group: **
- c)Number-Nominal value:
- ç)Whether the vote is a privileged vote or not:
- d)Bearer share-Registered share: *
- e)Percentage of total shares/voting rights owned by the shareholder:

*This information is not requested for the shares being monitored through registration.

**In case of shares being monitored through registration, the share number will be substituted with the information about the group, if any.

2.I do hereby approve the representation by proxy of all my the shares listed in the list of shareholders who may participate in the general meeting prepared by CRA a day before the general assembly date.

SHAREHOLDER'S NAME SURNAME OR TITLE (*)

TC ID Number/Tax ID Number, Trade Register and Number and MERSIS number:
Address:

(*) Foreign shareholders are obliged to submit equivalent information, if available.

SIGNATURE

ANNEX/2

Alaattin AYKAÇ

Alaattin Aykaç, born in 1975 in Karabük, completed his education life in 1996 and started his career at the same year in a company that provided services to international trade vessels.

In the following years, he worked at various levels including senior management in internationally operating companies.

Meanwhile, Alaattin Aykaç has been an independent member of the board of directors of Petkim Petrokimya Holding AŞ between 2012 - 2013 and a board member of Beşiktaş JK between 2010 - 2012. Alaattin Aykaç who is currently one of the Turkey Football Federation Executive board members, speaks English and Russian.

Orhan KIRCA

Orhan Kırca, born in 1957 in Ordu, is graduated from Gazi University Electrical Engineering Department in 1981.

In the following years, he worked at various levels in companies operating in the energy and mining sector and still continues to work as General Manager at Çelikler Orhaneli Tunçbilek Thermal Power Plant.

ANNEX/3

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. REMUNERATION POLICY

The remuneration levels in the Company are regularly reviewed in order to reflect current market trends and to evaluate the increased performance of staff. Considering market conditions and intra-company balances, equal pay for equal work is considered essential. The rate of annual salary increase is determined by the employer with the approval of the Chief Executive Officer and reflected in the salaries. In addition to the remuneration policy, all the employees are entitled to benefit some supplementary packages in line with their job level.

In addition, all rights, benefits and remuneration provided to the members of the Board of Directors are determined every year in the General Assembly of the Company. The executive members of the Board of Directors, in addition to the remunerations receive for being members of the board of directors, may also receive monthly fees and related benefits for the tasks carried out in the company. Senior managers and other staff who have a say in management may also be entitled to benefit from "premiums" or "rewards" depending on their performance.