



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

CENTRAL SECURITIES DEPOSITORY
ISTANBUL

Disclosure Regarding General Assembly Procedures

Summary Information	Disclosure on Ordinary General Assembly Meeting Registration
Is the Disclosure an Update?	Yes
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 Fiscal Period	01.01.2019
End Date of Fiscal Period	31.12.2019
Date of Decision	22.06.2020
General Assembly Date	17.07.2020
General Assembly Hour	11:00 AM
Deadline for becoming a Shareholder for Attending the General Assembly	16.07.2020
Country	Turkey
City	ISTANBUL
District	BAĞCILAR
Address	100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul

Agenda Items

- 1 - Opening, and formation 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 for the fiscal period from January 1, 2019 to December 31, 2019, and submitting it for approval.
- 4- Reading and discussing the Opinion of the Independent Audit Firm for the fiscal period from January 1, 2019 to December 31, 2019, and submitting it for approval.
- 5- Reading and discussing the Financial Statements for the fiscal period from January 1, 2019 to December 31, 2019, and submitting them for approval.
- 6- Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts for the fiscal period from January 1, 2019 to December 31, 2019
- 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- Informing the shareholders of 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.
- 9- Determination of the remuneration to be paid to the Board Members during their terms of office.
- 10- Discussing and submitting for approval the proposal of the Board of Directors concerning the election of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
- 11- Discussing and submitting 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 January 1, 2020 to December 31, 2020 will be discussed.
- 12- Discussing and submitting 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 January 1, 2020 to December 31, 2020 will be discussed.
- 13- Discussing and submitting for approval the authorization of the Board of Directors with respect to distribution of advance on dividend, 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.
- 14- 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.
- 15- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders of the 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, of 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.
- 16- 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 January 1, 2019 to December 31, 2019, within the framework of the Capital Market Legislation and related regulations.
- 17- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders of the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favor of third parties.

Items in the Agenda regarding Exercise of Rights

Dividend Distribution

General Assembly Outcomes

Was the General Assembly Held?	Yes
General Assembly Outcomes	Our Company's Ordinary General Assembly Meeting for the activities of the fiscal period from January 1, 2019 to December 31, 2019 was held on July 17, 2020 (today) at 11:00 AM at our Company's principal office address 100. Yil Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul. The Ordinary General Assembly Meeting Minutes containing the resolutions adopted and the List of Attendees are enclosed herewith. Information and documents about the Disclosure on Ordinary General Assembly Meeting Outcomes are also available on our Corporate Website at www.hurriyetkurumsal.com .

Resolutions Adopted In Relation to the Processes for Exercise of Rights

Dividend Distribution Discussed

Registration of General Assembly Resolutions

Were the General Assembly Resolutions Registered?	Yes
Date of Registration	24.07.2020

Documents
regarding the
General
Assembly
Outcome

ANNEX: 1 HGMAŞ 17 TEMMUZ 2020 GK TUTANAK.pdf – Minutes
ANNEX: 2 HGMAŞ 17 TEMMUZ 2020 GK HAZİRUN.pdf - List of Attendees

Additional Disclosures

The outcomes of the Ordinary General Assembly Meeting of our Company held on 17 July 2020 were registered on 24.07.2020 by Istanbul Trade Registry Directorate.

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 on 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 A.Ş.
MINUTES OF THE ORDINARY MEETING OF THE GENERAL ASSEMBLY DATED JULY 17, 2020

Ordinary General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş. for the fiscal period from January 1, 2019 to December 31, 2019 convened on Friday, July 17, 2020 at 11:00 AM at the address 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul, under supervision of the Ministry Representative Mr. Feyyaz BAL who was appointed with the letter no. 90726394-431.03-E-00055892802 dated 16/07/2020 of the Provincial Directorate of Commerce of the Governorship of Istanbul of the Republic of Turkey, in order to discuss and resolve on its agenda items.

The invitation to the meeting was announced minimum three weeks in advance of the meeting date as stipulated in the legislation in force and in the Articles of Association, and in a form that is inclusive of the agenda, on the Turkish Trade Registry Gazette no. 10105, dated June 25, 2020, on the Public Disclosure Platform, on our Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of the Central Securities Depository of Turkey (MKK).

It was identified from review of the List of Attendees that from out of 592,000,000 shares representing the Company's capital of TL 592,000,000, a total of 468,855,407.053 shares were represented, 468,755,303.053 of which were represented by proxy and 100,104 of which were acting as principal, and thus, the minimum meeting quorum as required by Law and the Articles of Association was met. It was identified that the Board Member Mr. Mehmet Koray Yanç and Representative of the Independent Audit Firm Mr. İsmail Arda were present and no objection was made.

It was identified by the Ministry Representative that, pursuant to paragraphs five and six of Article 1527 of the Turkish Code of Commerce, the Company has made its E-General Assembly preparations in accordance with the legal regulations.

The Ministry Representative made an explanation on the form of voting, and stated that, provided that the electronic vote counting regulations contained both in the Law and the Company's Articles of Association are reserved, shareholders who are physically present in the meeting hall should vote by open voting and by show of hands, and those shareholders who will cast a dissenting vote should verbally declare their dissenting vote.

The Board Member Mr. Mehmet Soysal appointed Ms. Elif Özcan who is the holder of "MKK Electronic General Assembly System Expert Certificate" to use the Electronic General Assembly System, and the meeting was commenced both in physical and electronic medium at the same time and discussion of the agenda items was initiated, and the following resolutions were adopted as a result of the discussion held pursuant to the agenda.

AGENDA ITEMS:

1. Pursuant to the 1st item of the agenda, the written motion submitted by Murat Durmaz in

representation of Demirören Medya Yatırımları Ticaret A.Ş. was read to the General Assembly. Semih Metin was proposed to be the Chairman of the Meeting, İnan Yıldız was proposed to be the Vote Collector, and Elif Ekin Çayhan and Abdullah Onur Alçıçek were proposed to be the Meeting Clerks, and since there were no other proposals and suggestions, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

2. The Meeting Council was granted the authority to sign the minutes of the meeting on behalf of the shareholders, by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

3. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was notified that the Activity Report of the Board of Directors for the fiscal period from January 1, 2019 to December 31, 2019 has been disclosed to the public and made available for examination of the shareholders, on June 22, 2020, three weeks in advance of the General Assembly meeting date, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of MKK, and it was proposed that the Activity Report is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

It was then continued with voting of the agenda item. The Activity Report of the Board of Directors for the fiscal period from January 1, 2019 to December 31, 2019 was approved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

4. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was notified that the Opinion of the Independent Audit Firm for the fiscal period from January 1, 2019 to December 31, 2019 has been disclosed to the public and made available for examination of the shareholders on June 22, 2020, three weeks in advance of the General Assembly meeting date, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of MKK, and it was proposed that the Opinion of the Independent Audit Firm is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes. Summary section of the Opinion of the Independent Audit Firm was read by Mr. İsmail Arda, the representative of the Independent Audit Firm. The Opinion of the Independent Audit Firm was discussed and

approved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

5. The Chairman of the Meeting gave the information that the Financial Statements for the fiscal period from January 1, 2019 to December 31, 2019 have been disclosed to the public and made available for examination of the shareholders on June 22, 2020, three weeks in advance of the General Assembly meeting date, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of MKK. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was proposed to deem the Financial Statements to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes. The 5th Item of the Agenda was discussed and approved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

6. Individual release of the Board Members Yıldırım Demirören, Meltem Oktay, Fikret Tayfun Demirören, Mehmet Koray Yanç, Mehmet Soysal, Alaattin Aykaç and Orhan Kirca and each of other managers of the Company, with respect to the activities, transactions and accounts for the fiscal period from January 1, 2019 to December 31, 2019, was submitted to the approval of the General Assembly, and each of the Board Members was individually released by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes. The Board Members did not vote for their own release.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

7. The Chairman of the Meeting gave the information that the proposal of the Board of Directors on not to distribute dividend under the Company's "Dividend Distribution Policy" has been disclosed to the public on the Public Disclosure Platform and on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and read the sole written motion given in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. on not to distribute dividend.

Proposal of the Board of Directors stating the following was put to vote:

"According to the Consolidated Financial Statements of the fiscal period from 01.01.2019 to 31.12.2019 which have been prepared in conformity with the Turkish Accounting Standards ("TAS") and the Turkish Financial Reporting Standards ("TFRS") issued by the Public Oversight, Accounting and Auditing Standards Authority ("KGK") as per the "Communiqué on Principles of Financial Reporting in Capital Markets" ("II-14.1") of CMB, and of which principles of presentation have been determined pursuant to the Decisions of CMB in this regard, and which have undergone an independent audit; a "Net Loss for the Period" at an amount of 49,397,250 Turkish Liras emerged, when the "Deferred Tax Income", "Period Tax Expense", "Post-Tax Period Loss of Discontinued

Operations" and "Non-controlling Shares of Consolidated Equity of Participations" are taken into account all together; and when "Losses from Previous Years" at an amount of (358,306,962) Turkish Liras, which was calculated as per the CMB Profit Share Guide announced in CMB's Weekly Bulletin No. 2014/2 dated 27.01.2014, is also taken into account, no dividend can be distributed in the fiscal period from 01.01.2019 to 31.12.2019 in accordance with CMB's regulations on dividend distribution, and the shareholders shall be notified in this respect and this circumstance shall be submitted to the approval of the General Assembly;

In our financial records for the fiscal period from 01.01.2019 to 31.12.2019, kept under the Tax Legislation and according to the Uniform Chart of Accounts published by the Ministry of Finance of the Republic of Turkey, a "Loss for the Period" of TL 62,665,983.29 occurred, and this amount shall be transferred to the 'Losses From Previous Years' account; in addition, pursuant to provision of subparagraph 1-e of article 5 of the Corporate Tax Law no 5520, TL 21,282,840.00 from the aforementioned sales of real estates and TL 364,288.08 from the aforementioned sales of shares have been kept in liabilities in a special fund account until the end of the fifth year following the year in which such transactions have been made, and the total amount of TL 21,647,128.08 shall be transferred to the "Extraordinary Reserves" account, and these circumstances shall be submitted to the approval of the General Assembly". Proposal of the Board of Directors not to distribute dividend was accepted by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

8. The Chairman of the Meeting informed the shareholders about the "Remuneration Policy" which was previously disclosed to the public and can be found on the Company's Corporate Website, and in this context, gave the information that 7,334,242 Turkish Liras in total were paid to the Company's Board Members with executive function (including the attendance fee determined by the General Assembly) and to Senior Managers in the fiscal period from January 1, 2019 to December 31, 2019.

9. It was then continued with determination of the remunerations to be paid to Board Members for their capacity as such; the written motion submitted to the Chairman of the Meeting for non-payment of remuneration to Board Members was read by the Chairman and submitted for approval, and it was approved by majority of votes, with 468,855,304,053 affirmative votes against 22,618 dissenting votes. 9th item of the agenda was discussed, and it was unanimously decided not to pay any remuneration to the Board Members.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

10. It was identified that, in accordance with the principles determined pursuant to Turkish Commercial Code, Capital Markets Law and the Decree Law no 660 and secondary legislation in force in this scope, Vizyon Grup Bağımsız Denetim Anonim Şirketi was appointed as independent audit firm by the Board of Directors to conduct an independent audit on the financial statements in the fiscal period from January 1, 2020 to December 31, 2020 and to perform other relevant activities, and it was resolved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes, to approve the aforementioned appointment and to grant to the Board of Directors the authority to perform the necessary acts and transactions including preparation and signing of a contract with the audit firm and determination of the fee to be paid to the audit firm.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

11. The sole written motion submitted to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret AŞ, for designation of the upper limit of the aids and donations, which may be granted until the ordinary General Assembly meeting where the activities and accounts of the fiscal period from January 1, 2020 to December 31, 2020 will be discussed, pursuant to the Company's Articles of Association, as 1% of the Company's assets, and for granting to the Board of Directors the authority to grant aids and donations of up to the upper limit designated, in line with the Company's Articles of Association, was read by the Chairman. The proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,855,306,053 affirmative votes against 22,618 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir were read and included into the minutes.

12. It was resolved by majority of votes, with 468,855,304,053 affirmative votes in total against 22,618 dissenting votes, that the Board of Directors be granted authorization until the ordinary general assembly meeting where the activities and accounts of the fiscal period from January 1, 2020 to December 31, 2020 will be discussed, 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.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

13. It was resolved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes that, in accordance with article 23 of the Company's Articles of Association, the Board of Directors be granted the authority to pay advance on dividend of up to the amount as permitted by the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, and to determine the time and conditions of payment of such advance on dividend.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

14. Granting to the Board Members of the authority to perform the actions and transactions written in articles 395 and 396 of the Turkish Commercial Code, was submitted to the approval of the shareholders, and was approved by majority of votes, with 468,855,304,053 affirmative votes against 103 dissenting votes.

Dissenting opinions submitted by shareholder Memet Taşdemir and Shareholder Ahmet Yıldız were read and included into the minutes.

15. The Chairman of the Meeting informed the shareholders of the fact that there are no 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.

16. The Chairman of the Meeting gave the information that, under the "Policy for Donations and Aids" which was previously disclosed to the public and can be found on the Company's Corporate Website, the Company made donations at a total amount of 133,263 Turkish Liras in the fiscal period from January 01, 2019 to December 31, 2019, and the upper limit designated by the General Assembly was not exceeded.

17. The Chairman of the Meeting informed the shareholders of the fact that no revenue or benefit has been obtained by the Company from securities, pledges, mortgages and surety-ships provided in favor of third parties.

As it was understood that no other points remained in the agenda, the wishes and requests session was initiated. Shareholder Muhammed Mustafa Güngör, who took the floor in physical medium, asked a question in relation to the gross exchange transactions introduced to share certificates and the pressure created on the share certificates. The Chairman gave information on the relevant procedure, and stated that the procedure is carried out by CMB and that it is not possible for the company to get involved. Shareholder Muhammed Mustafa Güngör asked a question about whether or not the Company's share value reflects the real figure and whether or not the Company will make any buy-back, and the Chairman gave the information that there is no plan in the agenda for buy-back, but the shares are being closely monitored by the management and investor relations department. Shareholder Muhammed Mustafa Güngör made a proposal to the Board of Directors of the company and proposed for a relief to be provided to the small investors who were in an aggrieved position with regard to the call exemption granted in the past to the controlling shareholder Demirören Medya Yatırımları A.Ş.; the Chairman took the floor and gave information on the proceeding ongoing at the administrative jurisdiction level against the decision of CMB in relation to the call exemption and mentioned about the involvement of Demirören Medya Yatırımları A.Ş. in the process. He stated that the necessary explanations will be made on PDP (Public Disclosure Platform) and relevant platforms when the judicial decision is granted. It was stated that Muhammed Mustafa Güngör's questions in relation to newspaper printing and digitalization will be answered by the Company's management in writing, and since no other shareholder took the floor, the meeting was closed by the Chairman at 11:55 AM.

These minutes of the General Assembly meeting which were drawn up on the site were drawn up in 6 original copies, and read and signed. **17.07.2020**

**Ministry Representative
Meeting**

Feyyaz Bal
(signature)

Semih Metin
(signature)

Chairman of the

Vote Collector

İnan Yıldız
(signature)

Abdullah Onur Alçıçek
(signature)
Elif Ekin Sayhan
(signature)

Meeting Clerks



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
1	MEMET TAŞDEMİR	MEMET TAŞDEMİR	<p>You put us in an aggrieved position as a result of the exemption decision taken by CMB. For this reason, we reject the opening and the meeting council. I want you to thoroughly read those particularities that I will specify below. Read and hear once more from our side about the fact that the exemption decision of the newspaper Hürriyet is unlawful.</p>
1	AHMET YILDIZ	AHMET YILDIZ	<p>FOR A VERY LONG TIME, I TRIED TO DISCUSS THE MATTER WITH SOMEONE FROM THE MANAGEMENT AND FROM DEMİRÖREN FAMILY; THEY TOLD TIME AFTER TIME THAT THEY WOULD CALL ME, BUT I WAS PAID NO ATTENTION. YOUR SHAREHOLDER REMAINED WITH 2 LOTS AT THE MOMENT. I WOULD HAVE LIKED TO TELL WHAT ARE WRITTEN IN THIS LETTER TO YOUR FACE, BY LOOKING INTO YOUR EYES, BUT YOU DID NOT ALLOW ME TO DO SO.</p>



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Item No	Attendee	Shareholder	Dissenting Opinion
2	AHMET YILDIZ	AHMET YILDIZ	WHAT I KINDLY REQUEST FROM THE CHAIRMAN AND THE GOVERNMENT COMMISSAR, IS TO ENSURE THAT THE RIGHTS OF SMALL INVESTOR ARE PROTECTED TO THE MAXIMUM EXTENT AND THAT ALL OF THE DISSENTING OPINIONS ARE READ OUT LOUD ONE BY ONE AND RECORDED.
2	MEMET TAŞDEMİR	MEMET TAŞDEMİR	It is seen on the report given by CMB Specialist Deniz TUNCA on examination and assessment of the request for granting of exemption to Demirören Medya that Hürriyet has a capital loss of almost 50 percent as of the date of the Statement (31.03.2018). However, capital loss of Hürriyet as of the aforementioned date does not constitute any circumstance that falls within the scope of article 376 of TCC. Despite this, you have ensured the granting of the exemption decision and put the small investor in an aggrieved position. It was declared by Doğan Holding, in the enclosure of the Share Sale Contract, that none of the Companies that are Involved in the Transfer was insolvent, or (read the continuation in the next item)



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Item No	Attendee	Shareholder	Dissenting Opinion
3	AHMET YILDIZ	AHMET YILDIZ	DEAR COLLEAGUES, I AM AN INVESTOR AGGRIEVED AS A RESULT OF NOT HAVING BEEN GRANTED HIS SHAREHOLDER EXIT RIGHT OF 37 CENTS. I SALUTE YOU WITH RESPECT. ARE YOU HAPPY, THE DEMİRÖREN FAMILY, THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT?
3	MEMET TAŞDEMİR	MEMET TAŞDEMİR	incapable of paying its debts which are due, or technically bankrupt. However, by taking into account the fact that Hürriyet has lost 49.86 percent of its capital as of the financial statements dated 31.03.2018, it is considered that Hürriyet is not too far away from losing 50 percent of its capital and falling within the scope of article 370 of TCC in the case that it fails to improve its existing financial performance. On the other hand, if a takeover is in question due to deterioration in its financial structure, concrete steps should be taken and plans should be put forward during the takeover for improvement of the financial structure;



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Item No	Attendee	Shareholder	Dissenting Opinion
4	MEMET TAŞDEMİR	MEMET TAŞDEMİR	for example, paying or making payment plans for the payment of the debts which are due, making a cash capital increase, paying cash capital advance etc. On the other hand, it is stated in the disclosure made by Demirören Medya to our Board that funds shall be provided to Hürriyet in case necessary. In this framework, it is considered that the change in the capital structure of Hürriyet is not caused by deterioration in the financial structure of Hürriyet.
4	AHMET YILDIZ	AHMET YILDIZ	A GLORIOUS WEDDING CEREMONY WAS HELD FOR THE GRANDCHILD JUST AT THE TIME OF THE TRANSFER PERIOD, WITH PARTICIPATION OF ALL POLITICIANS AND MEMBERS OF THE BUSINESS WORLD. I GUESS I HAVE A CONTRIBUTION IN A SIGNIFICANT PART OF THE COSTS FOR THE WEDDING, INCLUDING THE JEWELLERY, WEDDING HALL EXPENSES AND EVERYTING IN SHORT.



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Item No	Attendee	Shareholder	Dissenting Opinion
5	MEMET TAŞDEMİR	MEMET TAŞDEMİR	Demirören Medya also alleged in its letters that deterioration occurred in the financial structure of Hürriyet and stated that new funding will be ensured if necessary for recovery of its financial standing. In this framework, with our letter dated 28.05.2018, which was sent to Demirören Medya in relation to the application, we requested information on whether or not any new funding has been made to Hürriyet as a result of the change occurred in the capital structure of Hürriyet due to the fact that shares of Hürriyet were purchased by Demirören Medya, and documents, if any, evidencing this circumstance, and asked during verbal discussions whether or not
5	AHMET YILDIZ	AHMET YILDIZ	MY REQUEST FROM THE DEMİRÖREN FAMILY IS TO NAME ONE OF THEIR FUTURE CHILDREN 'LAW' OR 'JUSTICE', BECAUSE IN THIS PROCESS, WE, THE SHAREHOLDERS, WERE ONLY DEEMED TO BE WORTHY OF UNLAWFULNESS AND INJUSTICE.



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Item No	Attendee	Shareholder	Dissenting Opinion
6	MEMET TAŞDEMİR	MEMET TAŞDEMİR	any binding decisions were taken or a commitment was given for provision of funds to Hürriyet. However, letters of Demirören Medya contained no information or document regarding the provision of new funds to Hürriyet and they contented themselves by only specifying that funds would be provided if necessary. In this context, it is concluded within the framework of the above assessments, that Hürriyet is not in a financial difficulty requiring an obligation to strengthen its financial structure and the change in its capital structure is not caused by this.
6	AHMET YILDIZ	AHMET YILDIZ	I INCURRED VERY SUBSTANTIAL DAMAGES DUE TO THE FACT THAT I HAVE BEEN DEPRIVED OF MY SAID RIGHT. I ALSO GAINED MANY HEALTH PROBLEMS IN THIS PERIOD, BUT MY HAPPINESS IS THAT MY SUFFERING HAS DECREASED BY HAVING HAD THE OPPORTUNITY OF SUPPORTING THE YOUNG COUPLE (IRONY EMPHASISED)



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ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
7	MEMET TAŞDEMİR	MEMET TAŞDEMİR	Besides, no information or document could be submitted by Demirören Medya to our Board confirming the existence of a binding decision regarding that new funding was or will be provided to Hürriyet. As is seen, CMB expert Mr. Deniz TUNCA has expressed it very well that the exemption decision is an unfair and unlawful procedure. I may withdraw my lawsuit petition pending at the court of appeal if you cover the damage incurred by me. Dear esteemed shareholders, the damage that you caused to me is not too much for you. It's 200 thousand Turkish Liras. You can pay this to me.
7	AHMET YILDIZ	AHMET YILDIZ	MY REQUEST FROM THE DEMİRÖREN FAMILY IS TO NAME ONE OF THEIR FUTURE CHILDREN 'LAW' OR 'JUSTICE', BECAUSE IN THIS PROCESS, WE, THE SHAREHOLDERS, WERE ONLY DEEMED TO BE WORTHY OF UNLAWFULNESS AND INJUSTICE.



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
9	MEMET TAŞDEMİR	MEMET TAŞDEMİR	Taking into account that, with the transfer to Demirören Medya Yatırımları Ticaret A.Ş. (Demirören Medya) of the shares at a nominal value of TL 428,732,788.05 representing 77.67 percent of the capital of Hürriyet Gazetecilik ve Matbaacılık A.Ş. (Hürriyet) which is owned by Doğan Şirketler Grubu Holding A.Ş. (Doğan Holding), at a price of TL 0.38153 per share; as of the date of takeover,
9	AHMET YILDIZ	AHMET YILDIZ	MANY PEOPLE HAVE BEEN PUT IN AN AGGRIEVED POSITION IN THIS PEOCESS. THE PRICE SHOULD BE MUCH MORE AND IT SHOULD BE WORTH IT. IT SEEMS LIKE THESE THINGS SHOULD NOT COST TOO LITTLE.



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
10	AHMET YILDIZ	AHMET YILDIZ	YOU WASTED THE HONEST BUCK EARNED BY HUNDREDS OF FAMILIES, INCLUDING ME, IN THE PROCESS OF TRANSFER TO DEMİRÖREN MEDYA, AND IN FACT, YOU HAD THE POWER TO EASILY SOLVE THE MATTER, BUT YOU CHOSE THE DIFFICULT, MERCILESS AND UNFAIR COURSE OF ACTION.
10	MEMET TAŞDEMİR	MEMET TAŞDEMİR	- with the suspension of activities of OOO Pronto Media Holding Ltd, a decrease was achieved in the loss from the ongoing operations of Hürriyet by incurring a one-off loss in the form of decrease in value, and improvement was achieved in the financial performance of Hürriyet with the suspension of the aforementioned activities,



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
11	MEMET TAŞDEMİR	MEMET TAŞDEMİR	- that no significant decrease occurred in the Gross Profit of Hürriyet due to cost increases and no significant deterioration occurred in the financial structure of Hürriyet arising from cost increase,



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
12	MEMET TAŞDEMİR	MEMET TAŞDEMİR	- that the decrease in the advertising revenues arose to a large extent from the suspension of activities of OOO Pronto Media Holding Ltd and this insignificant decrease in incomes did not cause a significant deterioration in the financial structure of Hürriyet,
12	AHMET YILDIZ	AHMET YILDIZ	A GLORIOUS WEDDING CEREMONY WAS HELD FOR THE GRANDCHILD JUST AT THE TIME OF THE SAID PROCESS, WITH PARTICIPATION OF ALL POLITICIANS AND MEMBERS OF THE BUSINESS WORLD. I GUESS I HAVE A CONTRIBUTION IN A SIGNIFICANT PART OF THE COSTS FOR THE WEDDING, INCLUDING THE JEWELLERY, WEDDING HALL EXPENSES AND EVERYTING IN SHORT.



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
13	MEMET TAŞDEMİR	MEMET TAŞDEMİR	and that no circumstance that falls within the scope of article 376 of the Turkish Commercial Code arose, - that Doğan Holding declared that Hürriyet is not insolvent, or incapable of paying its debts which are due, or technically bankrupt,
13	AHMET YILDIZ	AHMET YILDIZ	I HAVE BEEN PUT IN AN AGGRIEVED POSITION AS A RESULT OF HAVING BEEN DEPRIVED OF MY SHAREHOLDER EXIT RIGHT OF 37 CENTS. I WOULD LIKE TO EXTEND MY THANKS TO DEMİRÖREN FAMILY WHICH CAUSED THIS. THEY SAVED ME FROM MY BURDEN OF EXCESS MONEY; EXCESS MONEY IS NOT MY CUP OF TEA ANYWAY (IRONY EMPHASISED)



**CENTRAL SECURITIES DEPOSITORY
ISTANBUL**

Item No	Attendee	Shareholder	Dissenting Opinion
14	MEMET TAŞDEMİR	MEMET TAŞDEMİR	<p>it is considered that the situation did not arise from the obligation to strengthen the financial structure of Hürriyet, and by taking into account also the fact that there is no amount provided by Demirören Medya with the change in the capital structure, which can be considered as a new fund entry to Hürriyet, it is concluded that, within the framework of the Communiqué on Share Purchasing Offer Communiqué no. 11- 26.1 of our Board (the Communiqué no. 11- 26.1), the request for granting of exemption under article 181-a of the Communiqué no. 11-26.1 to Demirören Medya with regard to the individual share purchasing obligation of other shareholders of Hürriyet, should not be accepted.</p>
14	AHMET YILDIZ	AHMET YILDIZ	<p>ARE YOU HAPPY? I REALLY WONDER THIS. A HUMAN BEING WANTS TO BE HAPPY. ARE YOU HAPPY? WHEN THIS GENERAL ASSEMBLY ENDS, I SUGGEST YOU TAKE THIS OPPORTUNITY WHILE THIS PANDEMY CRISIS IS GOING ON AND YOU GO HOME AND THINK, AND ASK YOURSELF WHETHER OR NOT YOU ARE HAPPY. ASK YOURSELF, "WHAT AM I DOING?". YOU WILL FEEL BETTER. LET THIS BE A LESSON TO YOU FROM ME, FREE OF CHARGE.</p>



HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
LIST OF ATTENDEES OF THE ORDINARY GENERAL ASSEMBLY MEETING HELD ON
17.07.2020

NO	SHAREHOLDER	REPUBLIC OF TURKEY ID/TAX ID NO.	NATIONALITY	ADDRESS	GROUP	NOMINAL VALUE	METHOD OF REPRESENTATION	TYPE OF REPRESENTATIVE	FULL NAME/TITLE OF THE REPRESENTATIVE	REPUBLIC OF TURKEY ID/TAX ID NO.	SIGNATURE
1	DEMİRÖREN MEDYA YATIRIMLARI TİCARET ANONİM ŞİRKETİ		Native				By Proxy	Individual Representative	MURAT DURMAZ		(signature)
2	MUHAMMET MUSTAFA GÜNGÖR		Native				Acting as principal				(signature)
3	TAMER İZZET BEYAZOĞLU		Native				Acting as principal				(signature)
4	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST		Foreigner				By Proxy	Depository Representative	İsmail ERGÜL		E-signature
5	AHMET YILDIZ		Native				Acting as principal				E-signature
6	MEMET TAŞDEMİR		Native				Acting as principal				E-signature

NO.	SHAREHOLDER	REPUBLIC OF TURKEY ID/TAX ID NO.	NATIONALITY	ADDRESS	GROUP	NOMINAL VALUE	METHOD OF REPRESENTATION	TYPE OF REPRESENTATIVE	FULL NAME/TITLE OF THE REPRESENTATIVE	REPUBLIC OF TURKEY ID/TAX ID NO.	SIGNATURE
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Company Capital	592,000,000
Minimum Meeting Quorum	
Amount of Shares Present by Acting As Principal	100,104
Amount of Shares Represented by Their Depository Representatives	22,515
Amount of Shares Represented by Other Representatives	468,732,788.053
Present Meeting Quorum	468,855,407.053

Board Members
MEHMET KORAY YANÇ
(signature)

Chairman of the Meeting
SEMIH METİN
(signature)

Ministry Representative
FEYYAZ BAL
(signature)

Meeting Clerk
ONUR ALÇİÇEK
(signature)

Vote Collector
İNAN YILDIZ
(signature)

ELİF EKİN ÇAYHAN
(signature)