

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?	Yes
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

General Assembly Results

Has the General Assembly been held? Yes

General Assembly Results

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.

Here enclosed you will find the minutes of the Ordinary General Assembly Meeting containing the adopted decisions and the List of Participants in the Meeting. In addition, information and documents related to the Extraordinary General Assembly Meeting Result Notice can also be accessed through our Corporate Internet Site at www.hurriyetkurumsal.com.

General Assembly Result Documents

ANNEX: 1 HGMAK GK TUTANAK 06062018.pdf - record

ANNEX: 2 HGMAK GENERAL ASSEMBLY PARTICIPATION LIST 06062018.pdf - List of Participants in the Meeting

Additional Annotations

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.

**MINUTE OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE HÜRRIYET GAZETECİLİK
VE MATBAACILIK A.Ş, HELD ON JUNE 6, 2018**

The Extraordinary General Assembly of the Hürriyet Gazetecilik ve Matbaacılık A.Ş. has been convened at the company headquartes located at 100. Yıl Mahallesi, 2264. Sokak, No:1, Bağcılar/İstanbul, under the supervision of the Ministry Representative of the Ministry Mustafa Kendi, appointed with the letter number 34927226, dated 05.06.2018, by the Provincial Directorate of Commerce of Istanbul Governorship of the Republic of Turkey, in order to discuss the agenda.

Invitations to the meeting, including the agenda items, as provided for in the current legislation and the Articles of Association, was announced three weeks prior to the meeting date on the Turkey Trade Registry Gazette number 9578 of May 15, 2018, the Public Disclosure Platform, the Corporate webpage www.hurriyetkurumsal.com and the Electronic General Assembly System of the Central Registry Agency.

Upon the examination of the Participant's list revealed that a total of 430.739.824.05 shares (429.882.309.05 represented by proxy and 857.515,00 directly), from the Company's capital consisting of 552,000,000-TL and represented by 552.000.000 shares, were represented in the meeting and thus the quorum prescribed by the Law and the Articles of Association has been provided. The Board Member Mehmet Soysal was present and did not have any objection on the matter.

In accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, it has been determined that the Company's preparations for electronic general assembly are made in accordance with the legal regulations. Elif Özcan has been appointed by the Board Member Mehmet Soysal to use the electronic general assembly system as an "Expert of the General Register System of the Central Registry Agency", the meeting was held at the same time in the physical and electronic environment and the agenda items was discussed.

1. Ayşe Özlem Ertürk was elected Chairman of the Meeting, Süleyman Ersin was elected Vote Collecting Officer, and Tuğçe Çalkap was elected Secretary with a majority of votes (857.500,00 reject votes against 429.882.324,05 admission votes).

2. The Chairman was authorized to preside the meeting and to sign the minutes of the meeting on behalf of the partners with a majority of votes (857.500,00 reject votes against 429.882.324,05 admission votes).

3. It was discussed the approval of the membership of Mehmet Soysal, appointed instead of Vuslat Sabancı, who resigned from the Board of Directors in the fiscal year 2018, the approval of the membership of Uğur Nabi Yalçın, appointed instead of Beatrice de Clermont Tonnerre, who resigned from the Board of Directors in the same year and the approval of the membership of Oktay Demir, appointed instead of Kai Georg Diekmann, who resigned from the Board of Directors in the same year and such appointment were accepted with majority of votes (1.149.521.00 reject votes against 429.590.303.05 admission votes).

The Company decided on the following issues;

(i) To accept the resignation of the Board Member Vuslat Sabancı, (Identity Number xxx) who resigned on 16.05.2018.

(ii) To accept the resignation of the Board Member Beatrice de Clermont Tonnerre, (Identity Number xxx) who resigned on 16.05.2018.

(iii) To accept the resignation of the Board Member Kai Georg Diekmann, (Identity Number xxx) who resigned on 16.05.2018.

(iv) To accept the resignation of the Board Member Uğur Nabi Yalçın, (Identity Number xxx) who resigned on 06.05.2018.

(v)To accept the resignation of the Board Member Oktay Demir, (Identity Number xxx) who resigned on 06.05.2018.

(vi)To accept the resignation of the Board Member Sedat Ergin, (Identity Number xxx) who resigned on 06.05.2018.

(vii)To accept the resignation of the Board Member Ahmet Toksoy, (Identity Number xxx) who resigned on 06.05.2018.

(viii)To accept the resignation of the Board Member Çağlar Göğüş, (Identity Number xxx) who resigned on 06.05.2018.

(ix)To accept the resignation of the Board Member Fikret Bila (Identity Number xxx) who resigned on 06.05.2018.

(x)To accept the resignation of the Independent Board Member Gündüz Kösemen, (Identity Number xxx) who resigned on 06.05.2018.

(xi)To accept the resignation of the Independent Board Member Değerhan Usluer, (Identity Number xxx) who resigned on 06.05.2018.

(xii)To accept the resignation of the Independent Board Member Sedat Gümüšoğlu, (Identity Number xxx) who resigned on 06.05.2018.

Decided with majority of votes (1.149.521.00 reject votes against 429.590.303.05 admission votes).

Chairman of the Board announced the candidates of the Board of Directors and read the biographies of new candidate members Erdoğan Demirören, Yıldırım Demirören, Meltem Oktay, Tayfun Fikret Demirören, Mehmet Soysal, Alaattin Aykaç and Orhan Kırca.It was reported that the Curriculum Vitae are always open to the public and can be accessed at the corporate website www.hurriyetkurumsal.com. It was decided with the majority of votes that the Board of Directors will be composed of 7 members; who will serve for a period of 3 years,

- (i) Erdoğan Demirören (Identity Number xxx) (Chairman of the Board of Directors);
- (ii) Yıldırım Demirören'in (Identity Number xxx) (Vice Chairman of the Board of Directors);
- (iii) Meltem Oktay (Identity Number xxx)
- (iv) Fikret Tayfun Demirören (Identity Number xxx)
- (v) Mehmet Soysal (Identity Number xxx)

* Independent Board Members

- (i) Alaattin Aykaç (Identity Number xxx),
- (ii) Orhan Kırca (Identity Number xxx)

Decided with majority of votes (1.149.521.00 reject votes against 429.590.303.05 admission votes).

The Company; will be represented for a period of 3 years by

(I) Erdoğan Demirören, who will be authorized in the widest possible way to represent and bind the company before any party and in whatever manner, with his individual signature to be affixed under the Company's seal;

(ii)Yıldırım Demirören, Meltem Oktay, Fikret Tayfun Demirören and Mehmet Soysal shall be authorized jointly, in the widest possible way to represent and bind the company before in whatever manner, with their signatures which shall be affixed under the Company's seal together with the signature of another member.

Decided with majority of votes (1.149.521.00 reject votes against 429.590.303.05 admission votes).

4.The Chairman of the Board read the "Remuneration Policy" determined without the need of being submitted and voted at the General Assembly, for the members of the Board of Directors and senior executives; and informed the participants that within the scope of the "Remuneration Policy", the Company has paid a net amount of 140,998,00-TL until 06.06.2018 to the members of the board of directors (including the attendance fee determined by the General Assembly) participating the executive activities and to the senior executives;

5.It was passed at the determination of the fees to be paid to the Members of the Board of Directors due to these titles; It was decided in unanimity that no fee/attendance fee will be paid to the members of the Board of Directors (including independent members of the Board of Directors).

6.It was decided in unanimity to allow 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 number 6102.

Since there was no other issue to be discussed on the agenda, the meeting was ended at 11:27 am by the Chairman.

This general assembly meeting minutes, drafted in the meeting place was read and signed on 06/06/2018

Representative of the Ministry
MUSTAFA KENDİ
[SIGNATURE]

Chairman of the Meeting
AYŞE ÖZLEM ERTÜRK
[SIGNATURE]

Vote Collector
SÜLEYMAN ERSİN
[SIGNATURE]

Secretary
TUĞÇE ÇALKAP
[SIGNATURE]

MKK

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
LIST OF PARTICIPANTS IN THE EXTRAORDINARY GENERAL ASSEMBLY MEETING HELD ON
06.06.2018

NO SHAREHOLDER	ID / TAX ID NO	NATIONAL	ADDRES S	GROU P	NOMINAL VALUE	REPRESENTA TION FORM	REPRESENTA TION TYPE	NAME/SURN AME TITLE OF REPRESENTAT IVE	ID / TAX ID NO	SIGNATURE
1 HAMZA INAN		Domestic		-	5,0	In persona				SIGNATURE
2 CAHİT BAŞARAN		Foreign			10,0	In persona				SIGNATURE
3. DEMİRÖREN MEDYA YATIRIMLARI TİCARET ANONİM ŞİRKETİ		Domestic		-	428.732.788,053	By proxy	Individual represent ative	HİLMİ ERKAL	19172092034	SIGNATURE
4. FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST		Foreign		-	22.515,0	By proxy	Entrusted represent atives	İsmail ERGÜL	8760048722/59 095311362	E-SIGNATURE
5. ORHUN NİHAT GÖNCÜ		Domestic		-	857.500,0	In persona				E-SIGNATURE
6. GOVERNMENT OF NORWAY		Foreign		-	1.127.006,0	By proxy	Entrusted represent atives	Görkem BAYTEKİN	2110455718/10 541389472	E-SIGNATURE

06.06.2018 10:58:26

Company capital : 552.000.000

Minimum Quorum	
Shares Participating Directly	857.515
Share Amount Represented by Respondent Representatives	1.149.521
Share Amount Represented by Other Representatives	428.732.788,053
Current Quorum	430.739.824,053

Board members
MEHMET SOYSAL
[SIGNATURE]

Chairman of the Meeting
AYŞE ÖZLEM ERTÜRK
[SIGNATURE]

Representative of the Ministry
MUSTAFA KENDİ
[SIGNATURE]

Secretary
TUĞÇE ÇALKAP
[SIGNATURE]

Vote Collector
SÜLEYMAN ERSİN
[SIGNATURE]

06.06.2018 10:58:26