

▣ **Material Disclosure (Update)**

Address of the Partnership	:	100. Yıl Mahallesi Matbaacılar Cad. No:78 34204 Bağcılar / İstanbul
Phone and Fax Number:	:	212 - 6770000 / 212 - 6770182
E-mail:	:	yatirimciiliskileri@hurriyet.com.tr
Phone and Fax Number of Department of Partnership for Relations With Investor/Shareholders	:	212 - 4496030 / 212 - 6770182
Date of the Initial Disclosure	:	10.07.2015 / 15.07.2015 / 24.08.2015
Is the Disclosure Made a Deferred Disclosure?	:	No
Summary Information	:	Announcement Text With Respect To Merger Process In Simplified Procedure

▣ **ANNOTATION:**

Result of Application to CMB : Approval
Date of CMB Approval : 21/08/2015.
Available Capital (TL) : 552,000,000.000
Capital To Reach (TL) : 552,000,000.000
Company No : 1
Company Taken Over (Not Publicly-Traded Company) Hürriyet Medya Basım Hizmetleri A.Ş.
Share Change Rate : 0.0000000
Share Group Information: : HURGZ TRAHURGZ91D9
Available Capital (TL) : 552,000,000.000
Capital Amount To Be Increased Due To Merger (TL) : 0.000
Capital Amount To Be Decreased (TL) 0.000

ANNOTATIONS:

Announcement Text with respect to merger process of Hürriyet Medya Basım Hizmetleri A.Ş., which we own in 100% in its capital (all of the voting rights) within the structure of our Company "in simplified merger procedure" together with its all assets and liabilities by being taking over in its entirety by our Company under the relevant provisions of Turkish Code of Commerce, Corporate Tax Law, Capital Market Law and the provisions of "Merge and Demerger Communiqué" Nr. II-23.2 of the CMB, has been approved by the Resolution of CMB dated August 21, 2015 and Nr. 21/1047 and this approval is notified to our Company through the letter of CMB dated August 25, 2015 and Nr. 29833736-105.01.03.01-E.8978.

CMB Approval Letter, Announcement Text as well as other annexes are available in the attachment and it is announced in our corporate www.hurriyetkurumsal.com website.

ANNEXES:

[1- CMB Approval Letter and Announcement Text Approved by CMB](#)

2- Financial Reports

- a. 01.01.2014-31.12.2014 dated Financial Statements of [Hürriyet Gazetecilik ve Matbaacılık A.Ş.](#) prepared in accordance with Board Regulations and passed independent audit.
- b. 01.01.2014-31.12.2014 dated Financial Statements of [Hürriyet Medya Basım Hizmetleri ve Ticaret A.Ş.](#) prepared in accordance with Board Regulations,

3- [Merger Agreement.](#)

4- Resolutions of Board of Directors party to Merger Process,

- a. Hürriyet Gazetecilik ve Matbaacılık A.Ş. [Resolution of Board of Directors.](#)
- b. Hürriyet Medya Basım Hizmetleri ve Ticaret A.Ş. [Resolution of Board of Directors.](#)

5- Company Statement declaring that it is not required to obtain permission from Competition Board [\(Available in the Announcement Text\)](#)

6- Public Accountant reports proving that capital of the Companies party to Merger Process have been paid,

- a. Hürriyet Gazetecilik ve Matbaacılık A.Ş. [Report](#) proving that the Capital Has Been Paid
- b. Hürriyet Medya Basım Hizmetleri ve Ticaret A.Ş. Report Proving that the Capital [Has Been Paid](#)

7- Authorised Signatory Lists of the Companies party to the Merger

- a. Hürriyet Gazetecilik ve Matbaacılık A.Ş. [Authorised Signatory Lists](#)
- b. Hürriyet Medya Basım Hizmetleri ve Ticaret A.Ş. [Authorised Signatory Lists](#)

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