

☐ Notification For Merger Agreement and Its Annexes

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Is the Disclosure Made an Update?	Yes
Is the Disclosure Made a Deferred Disclosure?	No
Summary Information	Merging of Doğan Gazetecilik A.Ş. by "being taken over" by our Company

Available Capital (TL) :	551,999,999.999
Capital To Reach (TL)	956,447,040.999

Share Group Information	Available Capital (TL)	Capital Amount To Be Increased Due To Merger (TL)	Capital Amount To Be Decreased (TL)
HURGZ(Eski),TRAHURGZ91D9	551,999,999.999	404,447,041.000	0.000

Company No	Company Taken Over (Publicly-Traded Company)	Share Change Rate
1	Doğan Gazetecilik A.Ş.	3.8518765

☐ ANNOTATIONS:

Having reviewed agenda items in the meeting held today that,

1-Application has been made to the Capital Markets Board (CMB) on April 16, 2015 to seek its approval on "Merger Process" and "Announcement Text" pursuant to the Resolution of Board of Directors in question for the "Merger Process" making up the subject matter of the Resolution of our Board of Directors dated April 10, 2015 and Nr. 2015/11,

2- With reference to the letter of CMB under 29833736-105.01.03.01-E.5473 number and dated June 2, 2015, addressing our Company, our request for the approval of 'Announcement Text' for the above-cited "Merger Process" has been cancelled to be reassessed should a new application is lodged following the completion of the examination conducted by CMB before our Company and Doğan Gazetecilik A.Ş. during the meeting of CMB held on June 1, 2015 under 14/673 Nr.,

3- This development has been disclosed to public through Weekly Bulletin of CMB dated June 1, 2015 and Nr. 2015/14 and Material Disclosure ("MD") dated June 2, 2015 as available in Public Disclosure Platform ("KAP") of our Company,

4- Ultimately, it is stated that the examination conducted for our Company and Doğan Gazetecilik A.Ş. with reference to the CMB's letter dated August 27, 2015 and under 29833736-105.01.03.01-E.9176 Nr. addressing our Company and that our request seeking approval for 'Announcement Text' in the "Merger Process" may be reassessed should a new application is submitted with respect to the "Merger Process" in question.

5- In this respect, it is resolved during the meeting of our Management Board dated September 18, 2015 and 2015/24 Nr. that the Merger Process ("Merger Process") of Doğan Gazetecilik A.Ş. within the structure of our Company together with its all assets and liabilities by being taken over in its entirety by our Company be continued,

6- "Specialised Agency Report ("Specialised Agency Report") regarding the merging of "Hürriyet Gazetecilik ve Matbaacılık A.Ş. ve Doğan Gazetecilik A.Ş." has been drawn in accordance with the provisions of Article 7 bearing the title of "Specialised Agency Opinion" of "Merge and Demerger Communiqué" (II-23-2) of CMB by Akis Bağımsız Denetim ve SMMM A.Ş. pursuant to the aforementioned Resolution of Board of Directors,

7- "Specialised Agency Report" has been taken as a basis in determining the amount of capital increase to be performed in our Company having the title of assignee in conformity with the "merger rate," "change rate" and "Merger Process" for the "Merger Process" in question and in determining the number of shares to be allocated to the shareholders of Doğan Gazetecilik A.Ş. during such increase made in the capital,

It is hereby unanimously resolved that the "Merger Agreement" and "Merger Report" prepared based upon the "Specialised Agency Report" under the "Merger Process" in question,

Annexes:

1-Merger Agreement

2-Merger Report

3- Specialised Agency Report

4- Resolution of Board of Directors of Doğan Gazetecilik A.Ş. dated October 1, 2015 and Nr. 2015/25.

5- Resolution of Board of Directors of Doğan Gazetecilik A.Ş. dated October 1, 2015 and Nr. 2015/21.