



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

Disclosure Regarding Capital Increase Procedures



Disclosure Regarding Capital Increase

Summary	About increasing the issued capital of TL 552,000,000 of our Company to TL 592,000,000, by way of an allocated capital increase of TL 40,000,000 (by 7.24%)
Is the Disclosure an Update?	No
Is the Disclosure a Correction?	No
Is the Disclosure a Deferred Disclosure?	No

Date of Board of Directors Resolution	19.11.2018
Registered Capital Cap (TL)	800,000,000
Current Capital (TL)	552,000,000
New Capital Amount to be Reached (TL)	592,000,000

Capital Increase through Rights

(by allocation)

Share Group Details	Current Capital (TL)	Capital Amount To Be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (TL)	Capital To Be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (%)	Securities To Be Provided	Type	Cancelled Share Amount (TL)
HURGZ, TRAHURGZ91D9	552,000,000	40,000,000	7.24637	HURGZ, TRAHURGZ91D9	Bearer	

	Current Capital (TL)	Capital Amount To Be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (TL)	Capital To Be Increased through Allocation, without Authorizing the Exercise of Pre-Emptive Rights (%)	Canceled Share Amount (TL)
TOTAL	552,000,000	40,000,000.00	7.24637	

Individual to Whom the Capital Increase will be Allocated	Demirören Medya Yatırımları Ticaret A.Ş.
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Additional Disclosures

The Board of Directors of our Company convened on November 19, 2018 to increase the issued share capital of our Company of TL 552,000,000 (Five Hundred and Fifty Two Million Turkish Liras) divided into 552,000,000 (Five Hundred and Fifty Two Million) shares, each with a nominal value of TL 1,00, by TL 40,000,000 (Forty Million Turkish Liras) (by 7.24%), to TL 592,000,000 (Five Hundred and Ninety Two Million Turkish Liras), by remaining within its registered capital cap of TL 800,000,000 (Eight Hundred Million Turkish Liras), in order to enhance the financial situation and shareholders' equity structure of our Company, and unanimously resolved that:

- The issued share capital of our Company of TL 552,000,000 (Five Hundred and Fifty Two Million Turkish Liras) divided into 552,000,000 (Five Hundred and Fifty Two Million) shares, each with a nominal value of TL 1,00, be increased by TL 40,000,000 (Forty Million Turkish Liras) (by 7.24%), to TL 592,000,000 (Five Hundred and Ninety Two Million Turkish Liras), by remaining within the Company's registered capital cap of TL 800,000,000 (Eight Hundred Million Turkish Liras), and by way of covering the entire amount of such increase in cash;

- The shares to be issued with the capital increase be allocated and sold to Demirören Medya Yatırımları Ticaret A.Ş. currently holding 77.67% of the shares of our Company, by completely restricting the new share purchase rights of the shareholders and without making any public offering, within the framework of the authorization granted to our Board of Directors pursuant to article 9 titled "Registered and Issued Capital" of the articles of association of our Company;

- The Head Office be authorized for the determination of the sale price of the shares to be issued, having a nominal value of TL 1.00 and not traded on Borsa İstanbul A.Ş. ("Stock Exchange"), pursuant to the Implementation Principles and Procedures Regarding Wholesale Trading Transactions of Borsa İstanbul A.Ş., which shall not be less than the nominal value, and the determination of the final sales price of the shares to be issued;
- A declaration be prepared by the Board of Directors for the capital increase pursuant to article 457 of the Turkish Commercial Code;
- An application be filed to the Capital Markets Board ("CMB") for obtaining approval for the new form of the article of the articles of association regarding the capital, together with the Board Resolution to be taken regarding the finalization of the capital increase procedures as per article 18/7 of the Capital Market Law and article 12/2 of the Communiqué on Registered Capital System No. II-18.1 and the documents regarding the amount of the sale realised;
- Intermediary service be procured from Ziraat Yatırım Menkul Değerler A.Ş. in order to ensure the sale of the shares, which will be issued through allocated capital increase by way of rights issue, in accordance with the principles and duration determined under this Resolution and the applicable legislation, and an agreement be concluded with the related Intermediary Company;
- After completion of the capital increase procedures, the necessary registration and announcement procedures be carried out for the amendment of the Articles of Association, following the making of the necessary applications for amending our Company's Articles of Association to ensure that it will reflect the final capital increase amount and obtaining of the approval regarding the draft amendment;
- All the necessary procedures be carried out, including but not limited to the registration and announcement by İstanbul Trade Registry Directorate, where our Company is registered, of this resolution regarding the capital increase as well as the Board of Directors Report prepared in accordance with article 461 of the Turkish Commercial Code No. 6102, and the announcement of the same on the Public Disclosure Platform;
- A report be prepared regarding the utilization of the funds to be obtained from the capital increase through rights issue, in accordance with article 33 of the Communiqué on Shares No. VII-128.1 issued by the Capital Markets Board, and be announced on the Public Disclosure Platform;
- The Head Office be authorized to represent our Company to the largest extent possible, without any monetary restriction, for carrying out any and all of the foregoing acts and procedures, and in this respect to issue and sign any application, correspondence and similar information and documents to be made with/submitted to any and all official institutes and organizations, including but not limited to CMB, Borsa İstanbul A.Ş., Republic of Turkey Ministry of Customs and Trade, Merkezi Kayıt Kuruluşu A.Ş., Takasbank - İstanbul Takas ve Saklama Bankası A.Ş. and İstanbul Trade Registry Directorate, to follow-up on and finalize the procedures for such information and documents, including also any additional information and document to be requested by the relevant institutions, to perform and finalize any procedure and transaction before the relevant authorities and public offices, to carry out any and all procedures regarding the disclosures which our Company is required to make on the Public Disclosure Platform, and any and all procedures relating to the foregoing.

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 in 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.