



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

Leasing or Establishment of Right in Rem on Tangible Assets

Summary Information

About granting of security in favour of Demirören Medya Yatırımları Ticaret A.Ş. by our Company



Leasing or Establishment of Right in Rem on Tangible Assets

Relevant Companies []

Relevant Funds []

Leasing or Establishment of Right in Rem on Tangible Assets	
Is the Disclosure an Update?	No
Is the Disclosure a Correction?	No
Date of the Previous Disclosure Made on the Subject	-
Is the Disclosure a Deferred Disclosure?	No
Disclosure Content	
Type of Procedure	Establishment of Right in Rem on Tangible Assets
Type of Tangible Asset in Question	Immovable Properties in the nature of Land and Building
Location and Surface Area of Tangible Asset in Question	Comprised of buildings with a total surface area of 83.904 sqm and land with a total surface area of 249.162 sqm, located in various provinces and districts.
Date of the Board of Directors' Resolution regarding the Procedure	28/11/2018
Was the Board of Directors Resolution Regarding the Procedure Adopted with the Majority Votes of the Independent Directors?	Yes
Ratio of the Fixed Asset in Question to the Total Assets of the Registered Value of the Corporation under its Last Financial Statement Disclosed to the Public (%)	31.02%
Lease Amount and Lease Terms	-
Amount of Right in Rem and its Terms	A maximal mortgage with a cap of TL 306,000,000 has been established.
Ratio of the Amount of the Transaction to the Value of the Company Calculated Based on the Arithmetic Average of Daily Adjusted Weighted Average Prices 6 Months Prior to the Date of the Board of Directors' Resolution	49.94%
Counter-party	T.C. Ziraat Bankası A.Ş. İstanbul Corporate Branch
Is the counter-party a Related Party pursuant to CMB Regulations?	No
Type of Relation with Counter-party	No relation.
Date of Agreement Regarding the Transaction, if Any	28/11/2018
Lease Term	-
Fee for the Resignation Right to Be Exercised for Material Transactions	-
Was A Valuation Report Prepared?	Not Prepared
If not prepared, Reason of Not Preparing A Valuation Report	The maximal mortgage cap was taken as basis.
If prepared, Date and Number of the Valuation Report	-
Title of the Appraiser Institution Preparing the Valuation Report	-

Amount determined in the Valuation Report	-
If the Transaction was not/will not be Performed in Line with the Valuation Report's Outcomes, the reason thereof	-
Disclosures	

The Board of Directors of our Company resolved that:

1. A collateral be granted by our Company in favour of Demirören Medya Yatırımları Ticaret A.Ş. ("Demirören Medya") as security for the principal amount of 15,850,000 US Dollars and 118,848,917.36 Turkish Liras, and the interest, commission, charges, taxes and other accessories to accrue on such principal amount, which constitute the portion, which was drawn in favour of our Company for the purpose of transferring funds to our Company, out of the business capital loans advanced or to be advanced by T.C. Ziraat Bankası A.Ş. İstanbul Corporate Branch ("Bank") to Demirören Medya under all general credit agreements executed or to be executed by and between Demirören Medya and the Bank, including the general credit agreement and its annexes, dated April 6, 2018, as well as the general credit agreement and its annexes, dated September 28, 2018, executed by and between Demirören Medya and the Bank;
2. For this purpose, as security for the said principal amount of 15,850,000 US Dollars and 118,848,917.36 Turkish Liras, and the interest, commission, charges, taxes and other accessories to accrue on such principal amount, which constitute the portion that was drawn in favour of our Company and transferred to our Company, out of the business capital loans advanced or to be advanced by the Bank to Demirören Medya under the credit agreements; joint and/or individual immovable property maximal mortgage agreements ("Mortgage Agreements") will be executed between our Company in the capacity of "Mortgagor" and T.C. Ziraat Bankası A.Ş. İstanbul Corporate Branch in the capacity of "Mortgagee", by taking as basis the above-mentioned portion of the business capital loans, which was drawn in favour of our Company, pursuant to the provisions of the Resolution No. 17.5 of the Capital Markets Board dated 27.01.2016 and article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, and hence all the provisions and conditions of such Mortgage Agreements be hereby accepted in full and be executed by our Company as the "Mortgagor"; that all the procedures prescribed under the Mortgage Agreements be hereby approved by our Company, and security and undertaking be granted by and obligation and liability be imposed on our Company in line with the provisions of the Mortgage Agreements.

Accordingly, a maximal mortgage with a cap of TL 306,000,000 has been established on the immovable properties with a total value of TL 284,425,000, including "Tangible Assets" in the form of buildings and land, with a net book amount of 155,230,694 and "Real Estates for Investment" in the form of buildings and land, with a net book amount of 129,194,306, set out under the latest consolidated Financial Statement for the interim fiscal period ending on 30.09.2018, disclosed to the public by our Company. The details of the precise impacts of the above mentioned mortgages on our financial statements will be presented under the next financial report and the related footnotes thereof to be disclosed to the public.

The Board of Directors of our Company has also evaluated whether the above-mentioned rights in rem (mortgage) establishment procedures for creation of security meet the criterion of "material transaction" as per the provisions of article 6 of the Communiqué on Common Principles Regarding Material Transactions and the Resignation Right, No. II-23.1 of the Capital Markets Board ("Communiqué").

Upon evaluation, it is determined that:

- a) Within the framework of the criterion of "material transaction" under paragraph (a) of article 6.1 of the Communiqué, the ratio of the values of the assets subject to the transaction as recorded in the latest financial statement disclosed to the public to the total of the assets in the latest financial statement disclosed to the public is 31.02%;
- b) Within the framework of the criterion of "material transaction" under the paragraph (b) of the article 6.1 of the Communiqué, the ratio of the amount of the transaction to the corporation value of TL 612,720,000 calculated based on the arithmetic average of the daily adjusted weighted average prices 6 months prior to the date of the board of directors' resolution is 49.94% and

c) Within the framework of the criterion of “material transaction” under the paragraph (c) of the article 6.1 of the Communiqué, the ratio of the contribution of the assets, on which a right in rem will be established, to the income stated in the last annual financial statements, to the income stated in the last annual financial statements is 1.33%;

and since none of the mentioned transactions exceeds the limit of 50%, which is the requirement in order for each of the transactions to be considered as a “material transaction” under the Communiqué in accordance with each of the “material transaction” criteria set out individually in article 6.1 of the Communiqué, it was unanimously resolved and determined that none of the mentioned transactions is a “material transaction”, and thus the resignation right regulated by the Communiqué will not arise with respect to the rights in rem planned to be established by our Company.

The foregoing is hereby disclosed to the public and the investors.

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.