



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

Disclosure Regarding Capital Increase Procedures



Disclosure Regarding Capital Increase Procedures

Summary Information	Certificate of Issuance Approved by Capital Markets Board
Is the Disclosure an Update?	Yes
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 Issue (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 (%)	Cancelled 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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Other Matters Required to Be Disclosed

CMB Application Date	30.11.2018
CMB Application Outcome	Approved
CMB Approval Date	13.12.2018
Type of Shares Representing Increased Capital	Dematerialized Share

Additional Disclosures

The Material Events Disclosure with respect to the resolution, which was adopted by our Board of Directors 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), was disclosed to the public and our investors on the same date.

Pursuant to the said Board of Directors resolution, we made our application to the Capital Markets Board on 30.11.2018 with respect to the said capital increase through allocation and rights issue, and our application has been approved by the CMB on the condition that:

a) The sale price of the share with a nominal value of TL 1 shall be determined as the higher of TL 1 or the base price pursuant to the Implementation Principles and Procedures Regarding Wholesale Trading Transactions of Borsa İstanbul A.Ş. (Stock Exchange);

b) Demirören Medya Yatırımları Ticaret A.Ş. which will be purchasing the shares to be issued as a result of the capital increase through allocation shall be restricted to the effect that it shall not sell the related shares on the Stock Exchange for 6 months as of the date on which such shares are transferred to the accounts of Demirören Medya Yatırımları Ticaret A.Ş. before the Central Securities Depository of Turkey.

The foregoing approval decision of CMB was disclosed to the public in our material events disclosure dated 13.12.2018.

Enclosed herewith is the certificate of issuance approved by the resolution no. 63/1446, dated 13.12.2018 of the Capital Markets Board, which was received from the CMB on 14.12.2018.

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

Enclosed Documents

APPENDIX: 1

CMB-Approved Certificate of Issuance.pdf

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.

CERTIFICATE OF ISSUANCE FOR CAPITAL MARKET INSTRUMENTS GRANTING SHAREHOLDING RIGHT

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.'S CERTIFICATE OF ISSUANCE FOR CAPITAL MARKET INSTRUMENTS GRANTING SHAREHOLDING RIGHT, TO BE ISSUED WITHOUT PUBLIC OFFERING

This certificate of issuance was approved by the resolution no. 63/1446 of the Capital Markets Board dated 13.12.2018. However, the approval of this certificate does not mean granting of any warranty for the issuer or the capital market instruments covered by this certificate of issuance or their prices by the CMB or the public, and cannot be considered as a recommendation either for the transactions to be performed with these capital market instruments. Moreover, the price of the capital market instruments to be issued was determined by the issuer and the Capital Markets Board does not have any discretion or right of approval on the determination of the related price.

The details of our corporation and the capital market instruments granting shareholding right, covered by this certificate of issuance, are as follows.

Trade Name of Issuer	: Hürriyet Gazetecilik ve Matbaacılık A.Ş.
Trade Registry Directorate to which the Issuer is Registered and its Trade Registration Number	: İstanbul Trade Registry Directorate - 7804419200
Resolution of the Authorized Body Regarding the Issuance/Resolution Date	: Board of Directors Resolution No. 50, dated 19.11.2018
Current Capital of Issuer (TL)	: 552,000,000
Trade Name of the Organization Acting as Intermediary for the Issuance (If Any)	: Ziraat Yatırım Menkul Değerler A.Ş.
Type of Capital Market Instrument to Be Issued	: Share
Location of Sale	: Domestic
Sales Method	: Domestic sale by way of allocation
Sale Price of Capital Market Instrument to Be Issued (For nominal value of TL 1)	: The higher of the nominal value or the base price pursuant to the implementation principles and procedures regarding wholesale trading transactions of Borsa İstanbul A.Ş.
Total Nominal Value of Capital Market Instrument to Be Issued (TL)	: 40,000,000
Whether an Undertaking of Purchase Has Been Granted for the Capital Market Instrument to Be Issued, and Details Regarding Those which Granted a Purchase Undertaking (If Any)	: Pursuant to the Board Resolution dated 19.11.2018 of Demirören Medya Yatırımları Ticaret A.Ş., being the majority shareholder of our Company with a shareholding ratio of 77.67%, to which the sale by way of allocation will be made, it has been undertaken that the shares with a nominal value of TL 1.00 which are not traded on the stock exchange shall be purchased via a sale transaction by way of allocation, over the final sale price to be determined 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.

(seal, stamp and signature)

CERTIFICATE OF ISSUANCE
FOR CAPITAL MARKET INSTRUMENTS GRANTING SHAREHOLDING RIGHT

We hereby declare that the information on this certificate of issuance is true to the extent we are aware and that we have shown reasonable due care to ensure that no omission has been made which would affect the meaning of the information hereunder.

Issuer Hürriyet Gazetecilik ve Matbaacılık A.Ş. (seal and signature)	
Yıldırım Demirören Chairman of the Board of Directors	Meltem Oktay Vice Chairman of the Board of Directors

(stamp)

77/SA-1446

14.12.2018

ORTAKLIK HAKKI VEREN SPA-İHRAÇ BELGESİ

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.'NİN HALKA ARZ
EDİLMESİZİN İHRAÇ EDECEĞİ ORTAKLIK HAKKI VEREN SERMAYE
PIYASASI ARAÇLARINA İLİŞKİN İHRAÇ BELGESİDİR

İşbu ihraç belgesi Sermaye Piyasası Kurulu'nun 13.12.2018 tarih ve 63144 sayılı kararı ile onaylanmıştır. Ancak bu belgenin onaylanması ihraççının veya ihraç belgesine konu sermaye piyasası araçlarının veya bunların fiyatlarının Kurul veya kamuca tekeffülü anlamına gelmez ve bu sermaye piyasası araçlarında yapılacak işlemlere ilişkin bir tavsiye olarak da kabul edilemez. Ayrıca ihraç edilecek sermaye piyasası araçlarının fiyatı ihraççı tarafından belirlenmiş olup, fiyatın belirlenmesinde Sermaye Piyasası Kurulu'nun herhangi bir takdir ya da onay yetkisi yoktur.

Ortaklığımıza ve işbu ihraç belgesine konu ortaklık hakkı veren sermaye piyasası araçlarına ilişkin bilgiler aşağıda yer almaktadır.


İhraççının Ticaret Unvanı	:	Hürriyet Gazetecilik ve Matbaacılık A.Ş.
İhraççının Bağlı Bulunduğu Ticaret Sicil Müdürlüğü ve Ticaret Sicil Numarası	:	İstanbul Ticaret Sicil Müdürlüğü-7804419200
İhraca İlişkin Yetkili Organ Kararı/Karar Tarihi	:	19.11.2018 tarihli ve 50 sayılı Yönetim Kurulu kararı
İhraççının Mevcut Sermayesi(TL)	:	552.000.000
İhraca Aracılık Eden Aracı Kuruluşun Ticaret Unvanı (Varsa)	:	Ziraat Yatırım Menkul Değerler A.Ş.
İhraç Edilecek Sermaye Piyasası Aracının Türü	:	Pay
Satışın Gerçekleştirileceği Yer	:	Yurt içi
Satış Yöntemi	:	Yurt içinde tahsisli satış
İhraç Edilecek Sermaye Piyasası Aracının Satış Fiyatı(1 TL nominal değer için)	:	Nominal değer ile Borsa İstanbul A.Ş.'nin toptan alış ve satış işlemlerine ilişkin uygulama usul ve esasları çerçevesinde oluşan baz fiyattan yüksek olanı esas alınacaktır.
İhraç Edilecek Sermaye Piyasası Aracının Toplam Nominal Değeri(TL)	:	40.000.000
İhraç Edilecek Sermaye Piyasası Aracına İlişkin Satın Alma Taahhütnamesi Verilip Verilmediği, Satın Alma Taahhütnamesi Verenlere İlişkin Bilgi (Varsa)	:	Tahsisli satışın yapılacağı Şirketimiz sermayesinin %77,67 oranında ana ortağı olan Demirören Medya Yatırımları Ticaret A.Ş.'nin 19.11.2018 tarihli Yönetim Kurulu Kararı uyarınca, 1,00 TL nominal değerli ve borsada işlem görmeyen nitelikteki payların satış fiyatının nominal değerden az olmamak kaydıyla Borsa İstanbul A.Ş.'nin Toptan Alış ve Satış İşlemlerine İlişkin Uygulama Usul ve Esasları çerçevesinde belirlenecek nihai satış bedeli üzerinden tahsisli olarak satın alınacağı hususu taahhüt edilmiştir.

Hürriyet
Gazetecilik ve Matbaacılık
Anonim Şirketi



ORTAKLIK HAKKI VEREN SPA İHRAÇ BELGESİ

Bu ihraç belgesinde yer alan bilgilerin, sahip olduğumuz tüm bilgiler çerçevesinde, gerçeğe uygun olduğunu ve ihraç belgesinde bu bilgilerin anlamını değiştirecek nitelikte bir eksiklik bulunmaması için her türlü makul özenin gösterilmiş olduğunu beyan ederiz.

İhraççı Hürriyet Gazetecilik ve Matbaacılık A.Ş.	
 Hürriyet Gazetecilik ve Matbaacılık Anonim Şirketi	
Yıldırım Demirören Yönetim Kurulu Başkanı	Meltem Oktay Yönetim Kurulu Başkan Yardımcısı

13.11.2018



	İşlem Öncesi		İşlem Sonrası	
	TL	Oran	TL	Oran
Demirören Medya Yatırımları Ticaret A.Ş.	428.732.788	77,67%	468.732.788	79,18%
Diğer	123.267.212	22,33%	123.267.212	20,82%
Toplam	552.000.000	100,00%	592.000.000	100,00%