

**PUBLIC DISCLOSURE PLATFORM**

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**

**Notification For Board Of Directors' Transactions**

## Notification For Board Of Directors' Transactions

Summary CONVOCATION TO THE ORDINARY GENERAL MEETING

Is the statement made for update purposes? No  
Is the statement made for correction purposes? No  
Is the statement made a deferred statement? No

### Convocation To The General Meeting

Type of the General Meeting Ordinary General Meeting  
Starting Date of Accounting Period January 1, 2017  
Ending Date of Accounting Period December 31, 2017  
Date of Resolution March 5, 2018  
Date of the General Meeting March 29, 2018  
Time of the General Meeting 11 a.m.  
Due Date When It Is Required To Be  
Shareholder To Attend The General Meeting March 28, 2018  
Country Turkey  
City ISTANBUL  
District USKUDAR  
Address Burhaniye Mahallesi, Kısıklı Caddes, No:65, 34676  
Üsküdar/Istanbul

### Agenda Items

1. Opening and election of a Chairman.
2. Empowering the Chairman in order to be authorised to sign the Minutes of the Meeting.
3. Reading, discussing and submitting Board of Directors Activity Report for the accounting period of January 1, 2017 – December 31, 2017 for approval.
4. Reading, discussing and submitting Independent Auditing Firm Opinion for the accounting period of January 1, 2017 – December 31, 2017 for approval.
5. Reading, discussing and submitting Financial Statements for the accounting period of January 1, 2017 – December 31, 2017 for approval.
6. Releasing each Board of Directors Members and managers individually from activities, actions and accounts of the accounting period of January 1, 2017 – December 31, 2017.
7. Reading, discussing and submitting the Company's Proposal for not paying dividend under the scope of Company's "Dividend Policy" for approval.
8. Determining the number of Board of Directors members and their period of office and election of Board of Directors members to serve for the period to be determined.

- 9.** Notifying partners on "Wages Policy" determined for Board of Directors members and top management without submitting it to General Meeting for approval and making a decision in this respect.
- 10.** Determining the wages of the Board of Directors members which shall be paid during their period of office.
- 11.** Discussing and submitting the selection of Independent Auditing Firm by the Board of Directors to approval in accordance with the regulations of Turkish Code of Commerce and Capital Market Board.
- 12.** Submitting Donation and Aid Policy of the Company to the approval of the Shareholders.
- 13.** Discussing and submitting a top limit for aids and donations made until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018, shall be discussed for approval and authorising the Board of Directors in this respect.
- 14.** Discussing and submitting authorisation of Board of Directors regarding issuing capital market instruments (including warrants) stating indebtedness up to the amount allowed by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations with the permission of Capital Market Board until the ordinary general meeting where activities and accounts for the accounting period of January 1, 2018 – December 31, 2018 shall be discussed for approval.
- 15.** In accordance with the Articles of Association, discussing and submitting providing dividend advance payments up to the amount permitted by Turkish Code Of Commerce, Capital Market Law, Capital Market Regulations and relevant Regulations and authorising Board of Directors for determining the time and conditions to approval.
- 16.** Submitting authorisation of Board of Directors Members for carrying out works and actions written in Articles 395 and 396 of Turkish Code Of Commerce to shareholders for approval.
- 17.** Informing shareholders regarding important transactions made in the scope of shareholders with management power, Board of Directors Members, managers with administrative responsibilities and their relatives by blood and marriage up to second degree, which may create a conflict of interest with partnership or affiliates and/or and partnership or affiliate having a transaction of commercial work which is the subject of management or vicariously or entering another partnership with the title of partner with unlimited liability, without submitting it to General Meeting for voting and finalising.
- 18.** Providing information regarding donations made to foundations, associations, public organizations and institutions for the purpose of social welfare during the accounting period of January 1, 2017 – December 31, 2017 of the company in the scope of Capital Market Regulations without voting and finalising in the General Meeting,
- 19.** Informing shareholders regarding not providing any income or benefits to third persons by securities, pledges, liens and sureties without being voted and finalised in the General Meeting.

## Using Right Periods As Provided In The Agenda

Dividend Distribution

### Invitation Documents of the General Meeting

<b>ANNEX: 1</b>	Ann.1 HGMAS GK Convocation Announcement 29.03.2018.pdf – Announcement Text
<b>ANNEX: 2</b>	Ann.2 Hürriyet Financial Report_31.12.2017.pdf – Other Convocation for the General Meeting
<b>ANNEX: 3</b>	Ann. 3 Hürriyet Activity Report_31.12.2017.pdf - Other Convocation for the General Meeting
<b>ANNEX: 4</b>	Ann. 4 Convocation For the General Meeting.pdf - Convocation For the General Meeting
<b>ANNEX: 5</b>	Ann. 5 HURGZ 2017 YK Dividend Distribution Proposal.pdf - Other Convocation for the General Meeting
<b>ANNEX: 6</b>	Ann. 6 HURGZ 2017 Dividend Table.pdf - Other Convocation for the General Meeting

### Additional Statements

Our Company's Ordinary General Meeting for the accounting period of January 1, 2017 – December 31, 2017 shall convene on Thursday, March 29, 2018 at 11:00 a.m. in the Company's Registered Office located at Burhaniye Mahallesi, Kısıklı Caddes, No:65, 34676 Üsküdar/Istanbul address to discuss and settle the items on its agenda.

Convocation to the General Meeting will be published on TTSG dated March 7, 2018 and it is also provided in the attachment of this Document. You can access the relevant information and documents with respected the Ordinary General Meeting on [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com).

We hereby declare that our aforementioned statements comply with the principles of applicable Material Disclosure Communiqué of Capital Markets Board, that it truly reflects the information received by us, that such information complies with the our book, record and documents, that we have made all the endeavours required in order to obtain information relating to the matter fully and accurately and that we shall be responsible for these disclosures.