

HÜRRIYET GAZETECİLİK VE MATBAACILIK A.Ş.
INFORMATION DOCUMENT
FOR THE ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON MARCH 31, 2021 CONCERNING THE ACTIVITIES OF THE YEAR 2020

INTRODUCTION

Our Company's Ordinary General Assembly meeting for the accounting period from January 1, 2020 to December, 31 2020 shall convene on Wednesday, March 31, 2021 at 11:00 AM at the address of 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul to discuss and decide upon the agenda items.

The Board of Directors Activity Report for the accounting period from January 1, 2020 to December 31, 2020, Financial Statements and their Footnotes (altogether to be referred to as the "Financial Report"), Opinion of the Independent Auditing Firm, the Proposal of the Board of Directors Not to Distribute Dividends, the Report on the Compliance with Corporate Management Principles, General Assembly Information Document, Procedure for Attendance to the General Assembly and the Power of Attorney Form, as well as the informative notes including explanations required under the "Corporate Management Communiqué" no. II-17.1 of CMB, shall be made available at the following addresses for examination of our shareholders, three weeks prior to the meeting date.

- The Company's Head Office located at the address of Demirören Medya Center, 100. Yıl Mahallesi 2264. Sokak, No:1, Bağcılar/Istanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Adana DPC Branch located at the address of Yenidoğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir/Adana,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Ankara Branch located at the address of Söğütözü Mah. Dumlupınar Bulvarı, No:102, Çankaya/Ankara,
- Ankara DPC Branch located at the address of Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu üzeri 15. Km 06150 Sarayköy Pursaklar / Ankara
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Antalya DPC Branch located at the address of Yenigöl Mah. Serik Cad. No:80, Havalimanı Yolu 8. Km. 07300 Muratpaşa/Antalya,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Bursa Branch located at the address of Odunluk Mahallesi Akpınar Caddesi Green White Plaza No:5 Kat:6 D:16 Nilüfer /Bursa,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İstanbul DPC Branch located at the address of Sanayi Mahallesi, 1650 Sokak, No:2 Demirören Medya Tesisleri 34850 Esenyurt/İstanbul,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir Branch located at the address of Şehitler Cad. No:16/1 35230 Alsancak/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. İzmir DPC Branch located at the address of Fatih Mahallesi Ege Cad. No:36 35414 Gaziemir Sarnıç/İzmir,
- Hürriyet Gazetecilik ve Matbaacılık A.Ş. Trabzon DPC Branch located at the address of Nuroğlu Mah. Organize Sanayi Bölgesi, 10.Cad, No:1 Arsin Yolu 61900 Arsin/Trabzon,

the Company's corporate website at www.hurriyetkurumsal.com and in the Electronic General Meeting System (EGKS) of the Central Securities Depository of Turkey (MKK).

PROCEDURE FOR PARTICIPATION IN THE GENERAL ASSEMBLY

As per the provisions of Article 1527 of the Turkish Commercial Code ("TCC") No. 6102, our shareholders may either physically participate in the meeting, or participate and cast vote via the electronic domain on the Electronic General Meeting System ("e-GKS") of the Central Securities Depository of Turkey ("MKK"). Our shareholders or their proxies intending to attend the meeting electronically are required to hold **an Electronic Signature Certificate**.

Our shareholders intending to attend the Ordinary General Assembly Meeting electronically and "holding an electronic signature" are required to complete the necessary procedures in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint-stock Companies" published in the Official Gazette No. 28395 dated 28 August 2012 and the "Communique on the Electronic General Meeting System Applicable in General Assemblies of Joint-stock Companies" published in the Official Gazette No. 28396 dated 29 August 2012. **Otherwise, it shall not be possible for them to attend the Ordinary General Assembly Meeting electronically.** Our shareholders may obtain necessary information concerning electronic attendance in the general assembly from MKK (Central Securities Depository of Turkey) and/or from MKK's website at "www.mkk.com.tr".

Pursuant to Article 415(4) of TCC and Article 30(1) of the Capital Market Law ("CML"), the right of attendance in the general assembly and the voting right are not contingent on depositing of shares. Accordingly, **our shareholders intending to attend the Ordinary General Assembly Meeting are not required to block their shares.**

Our shareholders intending to attend the General Assembly Meeting **are required to fulfill the procedures declared to the public by MKK. The shareholders whose names are specified in the list of attendees prepared on the basis of the "shareholders list" provided by MKK can attend the Ordinary General Assembly Meeting.** The relevant list shall be used to check whether the persons physically showing up at the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or proxies of shareholders.

With their rights and obligations regarding electronic attendance in the Ordinary General Assembly Meeting being reserved; our shareholders who will not be able to attend the meeting in principal (i.e. in person) and who intend to use their voting rights through a proxy are required to issue their powers of attorney in accordance with the following template, to fulfill the other requirements set forth in II-30.1 "Communique on Casting Vote by Proxy and Collection of Powers of Attorney by way of a Call" issued by the Capital Markets Board ("SPK"), which took effect after its publication in the Official Gazette No. 28861 dated 24.12.2013, and to submit their powers of attorney, the signature of which has been certified by a notary, to our Company. The Power of Attorney template can be obtained from our Company's headquarters or from the Company's Website at www.hurriyetkurumsal.com. If authorization has been given via e-GKS, the proxy's (representative's) name and surname must be indicated in the list obtained from MKK. If authorization has not been given via e-GKS, it is required to submit a power of attorney conforming to the legislation.

Proxies appointed electronically via e-GKS are not required to submit a power of attorney. **Powers of attorney not conforming to the power of attorney template required by SPK's II-30.1 Communiqué and enclosed herewith (ANNEX/1) shall not in any way be accepted, as a requirement of our legal liability.**

As per Article 19 of our Articles of Association,

"General Assembly meetings are held based on the following principles.

a) Call Procedure: *The General Assembly meetings shall be held on ordinary or extraordinary basis. The Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall apply to calls for these meetings.*

Announcements for call to general assembly meetings shall be made at least three weeks prior to the general assembly meeting date by means of any type of communication in addition to those provided in the legislation, that will ensure reaching out to the highest number of shareholders possible, including electronic communications. The relevant announcement shall be published on the Public Disclosure Platform, the Company's website and the Turkish Trade Registry Gazette.

In addition to the notifications and statements that the Company is required by the legislation to make, the announcement of the general assembly meeting as well as the notifications and statements required by the Capital Markets Law, regulations of the Capital Markets Board and provisions of other legislation in force shall also be announced on the Company's website.

b) Time of the Meeting: *The Ordinary General Assembly is held at least once per year. The items on the agenda are discussed and resolved on in these meetings.*

The Extraordinary Meeting of the General Assembly shall be held as and when required by the Company's affairs and in accordance with the provisions of the Turkish Commercial Code, the Capital Market Law, regulations of the Capital markets Board and the Articles of Association, shall adopt any required resolution accordingly.

c) Meeting Venue: General Assemblies shall convene at the Company's management headquarters or, as decided by the Board of Directors, at another location in the city where the Company's headquarters is located.

d) Representation: Shareholders may have themselves represented at General Assembly meetings by a proxy who may or may not be a shareholder.

The Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation shall govern the casting of vote by proxy.

e) Attendance in Meetings: As a principle, managing directors of the Board and at least one member of the Board of Directors and an officer of the Independent Auditing Firm must attend General Assembly meetings; in addition, those who have responsibilities concerning the items on the agenda and those who are required to make statements shall also attend the meetings. If, among the foregoing persons, those who are not required by law to attend the meeting are not present at the meeting, then the reasons for their absence shall be presented by the meeting chairman to the General Assembly.

Shareholders may attend meetings of the general assembly in compliance with the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and the MKK, and the related legislation in force. A shareholder and/or its proxy who has not obtained a certificate of entry as per the applicable legislation cannot attend and/or cast vote in the meetings."

f) Meeting Chairmanship: A chairman elected by the General Assembly and not necessarily required to be a shareholder shall chair meetings of the General Assembly. The chairman shall constitute the chairmanship (i.e. meeting council) by assigning a minutes clerk and, if he/she deems necessary, a vote collector. A vice chairman may also be elected if necessary.

g) Representative of the Ministry: It is a requirement that the Representative of the Ministry of Commerce is present in both ordinary and extraordinary general assembly meetings and signs the meeting minutes together with the relevant persons. The relevant provisions of the Turkish Commercial Code, regulations of the relevant Ministry and the other legislation are complied with.

h) Voting Right and Exercise Thereof: Each share has one voting right in the General Assembly meetings.

At general assembly meetings convening physically, the votes are cast by raising hands. On the other hand, if requested by one out of twenty of the shareholders represented in the meeting, it is compulsory to apply secret ballot.

If the usufruct rights and the right of disposition of a share belong to different persons, they may mutually agree to represent themselves as they deem fit. If they cannot reach an agreement, then the holder of the right of usufruct shall be entitled to attend and cast vote in meetings of the General Assembly.

l) Meeting and Resolution Quorum: The provisions of the Capital Market Law and the regulations of the Capital Markets Board, and the provisions of the Turkish Commercial Code shall respectively govern the meeting and resolution quorums in all meetings of the General Assembly.

i) Internal Directive: The Board of Directors shall prepare an internal directive containing the operational principles and procedures of the General Assembly and submit it to the General Assembly for approval, as per the relevant provisions of the Turkish Commercial Code and the relevant regulations and communiqués issued in accordance with the said Code. The internal directive approved by the General Assembly shall be registered with the Turkish Trade Registry and announced in the Turkish Trade Registry Gazette.

j) Attendance to the General Assembly meetings via electronic means: The right holders entitled to participate in the meetings of the general assembly of the Company may also attend such meetings in an electronic environment as per Article 1527 of the Turkish Code of Commerce.

The Company may either establish the Electronic General Assembly System to allow the right holders to attend the General Assembly meetings, make proposals and cast vote in electronic environment, pursuant to the legislation in force, or purchase services from systems established for these purposes. It shall be ensured that the right holders and their proxies can exercise their rights over the said system in all General Assembly meetings, in accordance with this provision of the Articles of Association."

The foregoing is hereby submitted for our Esteemed Shareholders' information.

Yours faithfully,

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

BOARD OF DIRECTORS

INFORMATION ON TOTAL NUMBER OF SHARES AND VOTING RIGHTS CONSTITUTING THE COMPANY'S SHAREHOLDING STRUCTURE; THE PREFERENCE SHARES, AND THE NUMBER OF SHARES AND VOTING RIGHTS REPRESENTING EACH GROUP OF PREFERENCE SHARES

- THE COMPANY'S SHAREHOLDING STRUCTURE:

| Shareholder's Trade Name / Name and Surname | Share Amount in the Capital (TL) | Share Percentage (%) |
|--|---|-----------------------------|
| DEMİRÖREN MEDYA YATIRIMLARI TİCARET ANONİM ŞİRKETİ | 468,732,788.05 | 79.18 |
| Publicly Traded Portion in Borsa İstanbul A.Ş. and Other | 123,267,211.95 | 20.82 |
| TOTAL | 592,000,000 | 100.00 |

- Total Number of Shares Constituting the Company's Shareholding Structure:

592.000.000 pieces

- Total Voting Rights Constituting the Company's Shareholding Structure:

592.000.000 pieces

- Preference Share:

NONE.

HÜRRIYET GAZETECİLİK VE MATBAACILIK A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 31, 2021
AND EXPLANATIONS ON THE AGENDA

1. Opening, and appointment of the Meeting Council.

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| Reason: | A chairman and his/her council (Meeting Council) shall be elected, who shall chair the General Assembly in line with the provisions of the Turkish Commercial Code ("TCC"), and the Regulation on the Principles and Procedures of Joint-stock Companies' General Assembly Meetings and Representatives of the Ministry of Customs and Commerce Who Shall Attend These Meetings ("Regulation"). |
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2. Authorizing the Meeting Council to sign the Meeting Minutes.

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| Justification: | The General Assembly shall authorize the Meeting Council to sign the Minutes of the General Assembly. |
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3. Reading, discussing and submitting for approval the Board of Directors Activity Report for the accounting period from January 1, 2020 to December 31, 2020.

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| Justification: | In accordance with the provisions of TCC and the Regulation, The Board of Directors Activity Report for the accounting period from January 1, 2020 to December 31, 2020, shall be read, discussed and submitted for approval in the General Assembly. (The relevant documents are available at the Company's Head Office and Branches, on the Company's Corporate Website at www.hurriyetkurumsal.com , on the Public Disclosure Platform ("KAP") (www.kap.org.tr) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
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4. Reading, discussing and submitting for approval the Opinion of the Independent Auditing Firm for the accounting period from January 1, 2020 to December 31, 2020.

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| Justification: | In accordance with the provisions of TCC, the regulations of the Capital Markets Board and the Regulation, the Opinion of the Independent Auditing Firm for the accounting period from 01.01.2020 to 31.12.2020 shall be read, discussed and submitted for approval in the General Assembly in line with . (The relevant documents are available at the Company's Head Office and Branches, on the Company's Corporate Website at www.hurriyetkurumsal.com , on the Public Disclosure Platform ("KAP") (www.kap.org.tr) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
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5. Reading, discussing and submitting for approval the Financial Statements for the accounting period from January 1, 2020 to December 31, 2020.

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| Justification: | In accordance with the provisions of TCC and the Regulation, the Financial Statements for the accounting period from 01.01.2020 to 31.12.2020, shall be read, discussed and submitted for approval in the General Assembly. (The relevant documents are available at the Company's Head Office and Branches, on the Company's Corporate Website at www.hurriyetkurumsal.com , on the Public Disclosure Platform ("KAP") (www.kap.org.tr) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
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6. Releasing the Board Members and managers, individually with respect to their activities, transactions and accounts for the accounting period from January 1, 2020 to December 31, 2020.

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| Justification: | Release of the Board of Directors and the managers with respect to the activities, transactions and accounts of the year 2020 shall be presented to the General Assembly for approval in line with TCC and the Regulation. |
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7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends.

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| Justification: | <p>With the Resolution no. 2020/04 dated 08.03.2021 of our Company's Board of Directors, it was unanimously decided, that according to the Consolidated Financial Statements for the accounting period from 01.01.2020 to 31.12.2020, which have been prepared in conformity with the Turkish Accounting Standards ("TAS") and the Turkish Financial Reporting Standards ("TFRS") issued by the Public Oversight, Accounting and Auditing Standards Authority ("KGK") as per the "Communiqué on Principles of Financial Reporting in Capital Markets" ("II-14.1") of CMB, and of which principles of presentation have been determined pursuant to the Decisions of CMB in this regard, and which have undergone an independent audit; a "Net Period Loss" of (80,862,684 Turkish Lira emerged, when the "Deferred Tax Income", "Period Tax Expense", "Post-Tax Period Loss of Discontinued Operations" and "Non-controlling Shares of Consolidated Equity of Participations" are taken into account all together; and when "Previous Years' Losses" of (407,704,212) Turkish Lira, which was calculated as per the SPK Profit Share Guide announced in CMB's Weekly Bulletin No. 2014/2 dated 27.01.2014, is also taken into account, no dividend can be distributed in the fiscal period from 01.01.2019 to 31.12.2019 in accordance with CMB's regulations on dividend distribution; and the shareholders shall be informed of this circumstance and this circumstance shall be submitted to the approval of the General Assembly,</p> <p>that in our financial records for the fiscal period from 01.01.2020 to 31.12.2020, kept under the Tax Legislation and according to the Uniform Chart of Accounts published by the Ministry of Finance of the Republic of Turkey, a "Loss for the Period" of TL (45,033,601.29 occurred, and that this amount be transferred to the 'Losses From Previous Years' account; that in addition, pursuant to provision of subparagraph 1-e of article 5 of the Corporate Tax Law no 5520, TL 319,702.36 from the aforementioned sales of shares have been kept in liabilities in a special fund account until the end of the fifth year following the year in which such transactions have been made, and that it shall be transferred to the "Extraordinary Reserves" account and this circumstance shall be submitted to the approval of the General Assembly.</p> |
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8. Determining the number of Board Members and their term of office, and electing the Board Members to hold office for the determined term of office.

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| Justification: | <p>The General Assembly shall elect the board members pursuant to the provisions of TCC, regulations of CMB and the Regulation.</p> <p>In accordance with article 13 of our Articles of Association;</p> <p>"The company is managed and represented by a Board of Directors consisting of at minimum 6 and maximum 9 members to be elected by the General Assembly from among the shareholders. Such percentage and number of Board Members as determined by the Capital Markets Board shall be elected from among the independent member candidates. Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall govern the determination, nomination, number and qualifications, election, release and/or leave of office of the independent Board Member candidates. It is a principle to elect the Board Members from among those persons having the fundamental information on the legal principles ruling the transactions and dispositions in relation to the Company's area of activity, who are qualified and experienced in company management, who are capable of scrutinizing the financial statements and reports, and who preferably received higher education.</p> <p>In accordance with the resolution no. 2021/06 dated March 8, 2021 of our Board of Directors, which was disclosed in Istanbul Stock Exchange through KAP on March 8, 2021, Alaattin Aykaç and Orhan Kırca have been regarded as independent board member candidates. CVs of the aforementioned independent board member candidates are enclosed herewith (ANNEX/2).</p> |
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9. Without putting it to vote and deciding upon it in the General Assembly; informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and payments made as per the policy.

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| Justification: | As per the Corporate Management Communiqué (II-17.1) of the Capital Markets Board, information is provided to the General Assembly concerning the "Remuneration Policy" determined for the Board members and senior executives. |
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10. Determining the remuneration to be paid to the Board Members during their term of office.

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| Justification: | <p>Remunerations to be paid to the Board members shall be determined in accordance with the provisions of TCC and the Regulation.</p> <p>According to Article 17 of our Articles of Association,</p> <p><i>"Resolutions concerning payment of attendance fee, remuneration, and share in the annual profit, bonuses and premiums, are adopted by the General Assembly. Financial rights of Board members may vary depending on the duties, powers and responsibilities they have assumed in the Board.</i></p> <p><i>Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall govern the determination of the financial rights to be provided to the independent members of the Board of Directors.</i></p> <p><i>The Board of Directors shall determine whether any remuneration will be paid to committee chairpersons and members due to the duties they assume in committees, and, if such remuneration is to be paid, the Board shall also determine its amount and conditions.</i></p> <p><i>The "remuneration policy" created with regard to the financial rights to be provided to Board members and senior executives and disclosed to the public on the Company's corporate website shall be presented for the information of the shareholders at the General Assembly as a separate agenda item."</i></p> |
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11. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of Turkish Commercial Code and the regulations of the Capital Markets Board.

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| Justification: | <p>Pursuant to TCC and the legislation related with the Capital Market Law, the election by the Board of Directors of the Independent Auditing Firm shall be presented to the General Assembly for approval.</p> <p>As per the Board Resolution No. 2021/07 dated 08.03.2021 of our Board of Directors and the assent of our Committee Responsible for Audit, and in accordance with the Turkish Commercial Code, Capital Market Law and the Decree Law No. 660 as well as the related secondary legislation in force in this respect, it was decided to appoint Vizyon Grup Bağımsız Denetim A.Ş. as the independent auditing firm for independent audit of our Company's financial reports of the fiscal period 2020 and for fulfillment of other relevant activities, and to present this appointment to the General Assembly for approval.</p> |
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12. Discussing and submitting for approval the setting of the upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary General Assembly meeting where the activities and accounts of the accounting period from January 1, 2021 to December 31, 2021 will be discussed.

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| Justification: | <p>According to Article 3(6) of our Articles of Association;</p> <p><i>"Provided that its objective and scope of operation are not interrupted, the Company may provide aids and donations to general budget institutions, annexed budget administrations, Special Provincial Administrations, Municipalities and Villages, Foundations, associations, institutions and organizations engaged in scientific research and development, universities, educational institutions and such persons or organizations, in accordance with the principles established by the Capital Markets Board and Article 20 of the Articles of Association."</i></p> <p>According to Article 20 of our Articles of Association;</p> <p><i>"The General Assembly uses the powers granted and duties assigned to it by the Turkish Commercial Code, Capital Market Law and other applicable legislation. In accordance with the principles set forth in Article 3 of the Articles of Association, the upper limit of aids and donations to be granted by the Company within an accounting period shall be determined by the General Assembly. No donations exceeding the determined limit can be provided, and any donations provided shall be added to the distributable dividend base. Donations provided by the Company should conform to the regulations of the Capital Market Law concerning concealed gain transfer, the Turkish Commercial Code and other applicable legislation, and necessary explanations must be made as regards special circumstances, and the shareholders must be informed in the General Assembly of donations made throughout the year."</i></p> |
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13. Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.

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| Reason: | <p>According to Article 23 of our Articles of Association;</p> <p><i>"The Board of Directors may distribute advance on dividends provided that it has been authorized by the General Assembly and that Article 20 of the Capital market Law and the relevant regulations of the Capital Markets Board are complied with."</i></p> |
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14. Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.

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| Justification: | <p>It is presented to the General Assembly for approval to authorize the Board members to perform the actions indicated in Article 395 of TCC titled "Prohibition of Making Transactions with the Company and Borrowing from the Company", and Article 396 of the TCC titled "Prohibition of Competition".</p> |
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15. Without putting it to vote and deciding upon it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.

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| Reason: | <p>According to the Corporate Management Communiqué of the Capital Markets Board (II-17.1), it is necessary to inform the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with the company and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of the company, or their participation, as a shareholder with unlimited liability, in another company dealing with the same line of business.</p> <p>Accordingly;</p> <p><i>There are no transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with the company and/or no commercial transaction of a kind that falls within the scope of business of the company, performed by the same on their own or someone else's account, or no participation by the same, as a shareholder with unlimited liability, in another company dealing with the same line of business”.</i></p> |
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16. Without putting it to vote and deciding upon it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's accounting period from January 1, 2020 to December 31, 2020, within the framework of the Capital Market Legislation and related regulations.

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| Justification: | <p>Pursuant to the Corporate Management Communiqué of SPK No. II-17.1, our Company informs the General Assembly of the donations it has made throughout the year. This article is included in the agenda as required by SPK Communiqué, and intended for information purposes only. Therefore, this article will not be subjected to acceptance or rejection by the General Assembly.</p> <p>Our company donated 400,294 Turkish Lira in 2020. The relevant amount is less than the amount that has been set by the General Assembly.</p> |
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17. Without putting it to vote and deciding upon it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and suretyships provided in favor of third persons.

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| Justification: | <p>In accordance with the provisions of article 12/4 of Corporate Management Communiqué (II-17.1);</p> <p>The incomes or interests obtained by the guarantees, pledges, mortgages and surety-ships given in favor of third persons, are discussed as a separate item in the agenda of ordinary General Assembly meeting.”</p> |
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ANNEX/1: Sample Power of Attorney

ANNEX/2: CVs of Independent Member Candidates

ANNEX/1: POWER OF ATTORNEY

POWER OF ATTORNEY

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.

I hereby appoint as my proxy, whose details are given below, to be authorized to represent me, to cast vote, to make proposals and to sign the necessary documents in line with my opinions that I state below, in the Ordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. to be held on March 31, 2021 at 11:00 AM at the address of 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul.

Proxy's (*):

Name and Surname / Trade Name:

Turkish ID No. / Tax ID No. / Trade Registry Office and Number / MERSIS (Central Registration System) Number:

(*) For foreign national proxies, it is obligatory to submit the equivalent information, if available.

A) SCOPE OF REPRESENTATION AUTHORITY

For Sections 1 and 2 below, the scope of the power of representation should be indicated by choosing one of the options (a), (b) or (c).

1. Concerning the Items on the General Assembly's Agenda;

- The proxy is authorized to cast vote based on his/her own view.
- The proxy is authorized to cast vote based on the proposals of the company's management.
- The proxy is authorized to cast vote in line with the instructions given in the following table.

Instructions:

If the shareholder chooses option (c), the instructions specifically for each item on the agenda shall be given by marking one of the options (accept or reject) indicated in front of the relevant item on the General Assembly agenda, and, if the reject option is selected, by indicating the dissenting opinion requested to be written on the General Assembly minutes.

| Agenda Items (*) | Accept | Reject | Dissenting Opinion |
|--|--------|--------|--------------------|
| 1. Opening, and formation of the Meeting Council. | | | |
| 2. Authorizing the Meeting Council to sign the Meeting Minutes. | | | |
| 3. Reading, discussing and submitting for approval the Board of Directors Activity Report for the accounting period from January 1, 2020 to December 31, 2020. | | | |
| 4. Reading, discussing and submitting for approval the Opinion of the Independent Auditing Firm for the accounting period from January 1, 2020 to December 31, 2020. | | | |
| 5. Reading, discussing and submitting for approval the Financial Statements for the accounting period from January 1, 2020 to December 31, 2020. | | | |
| 6. Releasing the Board Members and managers, individually with respect to their activities, transactions and accounts for the accounting period from January 1, 2020 to December 31, 2020. | | | |

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| <p>7. Within the framework of the Company's "Dividend Distribution Policy", reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends.</p> | | | |
| <p>8. Determining the number of Board Members and their term of office, and electing the Board Members to hold office for the determined term of office.</p> | | | |
| <p>9. Without putting it to vote and deciding upon it in the General Assembly; informing shareholders about the "Remuneration Policy" set for the Board Members and senior executives and payments made as per the policy.</p> | | | |
| <p>10. Determining the remuneration to be paid to the Board Members during their term of office.</p> | | | |
| <p>11. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of Turkish Commercial Code and the regulations of the Capital Markets Board.</p> | | | |
| <p>12. Discussing and submitting for approval the setting of the upper limit for aids and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the ordinary general assembly meeting where the activities and accounts of the accounting period from January 1, 2021 to December 31, 2021 will be discussed.</p> | | | |

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|---|--|--|--|
| <p>13. Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.</p> | | | |
| <p>14. Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.</p> | | | |
| <p>15. Without putting it to vote and deciding upon it in the General Assembly; informing the shareholders about transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.</p> | | | |
| <p>16. Without putting it to vote and deciding upon it in the General Assembly; providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's accounting period from January 1, 2020 to December 31, 2020, within the framework of the Capital Market Legislation and related regulations.</p> | | | |
| <p>17. Without putting it to vote and deciding upon it in the General Assembly; informing the shareholders about the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and suretyships provided in favor of third persons.</p> | | | |

Items intended for information purposes are not voted on.

If the minority has a separate resolution draft, then this is separately indicated as well in order to ensure casting of vote by proxy.

2. Special instructions on other issues that may arise during the General Assembly meeting and especially on how to use the minority rights.

- a) The proxy is authorized to cast vote based on his/her own view.
- b) The proxy is not authorized for representation in these matters.
- c) The proxy is authorized to cast vote in line with the following special instructions.

SPECIAL INSTRUCTIONS: Special instructions, if any, that will be given by the shareholder to the proxy shall be indicated here.

B) The shareholder chooses one of the following alternatives to specify the shares that it wants the proxy to represent.

1. I approve the representation by the proxy of my shares detailed below.

- a) Order and series no.:*
- b) Number/Group:**
- c) Quantity - Nominal value:
- ç) Whether or not the shares bear any privilege on voting rights:
- d) Whether they are Bearer Shares or Registered Shares:*
- e) Their proportion to the total shares/voting rights held by the shareholder:

*These details are not required for shares that are in dematerialized form.

**For shares in dematerialized form, group details shall be included, if available, instead of number details.

2. I approve representation by proxy of all my shares specified in the list of shareholders eligible to attend the General Assembly, which is issued by MKK (Central Securities Depository of Turkey) one day in advance of the General Assembly date.

NAME, SURNAME or TITLE OF THE SHAREHOLDER (*)

Turkish ID No. / Tax ID No. / Trade Registry Office and Number / MERSIS (Central Registration System) Number:

Address:

(*) For foreign national shareholders, it is obligatory to submit equivalent information, if available.

SIGNATURE

ANNEX/2 CVs OF THE INDEPENDENT BOARD MEMBER CANDIDATES

ALAATTİN AYKAÇ

Born in 1975 in Karabük, Alaattin Aykaç completed his educational life in 1996, and started his business life in the same year in a company providing service to vessels carrying out international trade.

In the subsequent years, he took office in the companies carrying on international activities, at various levels including senior executive. On the other hand, Alaattin Aykaç held office as an independent board member of Petkim Petrokimya Holding AŞ from 2012 to 2013 and as a board member of Beşiktaş JK from 2010 to 2012. Having held office as a Board Member of Turkish Football Federation from 2015 to 2019, Alaattin Aykaç speaks English and Russian

ORHAN KIRCA

Born in 1957 in Ordu, Orhan Kirca graduated from Gazi University, Department of Electrical Engineering in 1981.

In the subsequent years, he took office in the companies carrying on business in the energy and mine sectors at various levels, and he is currently the General Manager of Çelikler Orhaneli Tunçbilek Thermal Power Plant.