



HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Disclosure Regarding General Assembly Procedures



CENTRAL SECURITIES DEPOSITORY
ISTANBUL

Disclosure Regarding General Assembly Procedures

Summary Information	Disclosure on Ordinary General Assembly Meeting Registration
Is the Disclosure an Update?	Yes
Is the Disclosure a Correction?	No
Is the Disclosure a Deferred Disclosure?	No

Call for a General Assembly Meeting

General Assembly Type	Ordinary General Assembly
Start Date of the Fiscal Period	01.01.2020
End Date of the Fiscal Period	31.12.2020
Date of Decision	08.03.2021
Date of General Assembly Meeting	31.03.2021
Time of General Assembly Meeting	11:00 AM
Deadline for becoming a Shareholder for Attending the General Assembly	30.03.2021
Country	Turkey
City	ISTANBUL
District	BAĞCILAR
Address	100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar / İstanbul

Agenda Items

- 1 - Opening, and formation of the Meeting Council.
- 2 - Authorization of the Meeting Council to sign the Meeting Minutes.
- 3- Reading and discussing the Board of Directors Activity Report for the fiscal period from January 1, 2020 to December 31, 2020, and submitting it for approval.
- 4- Reading and discussing the Opinion of the Independent Audit Firm for the fiscal period from January 1, 2020 to December 31, 2020, and submitting it for approval.
- 5- Reading and discussing the Financial Statements for the fiscal period from January 1, 2020 to December 31, 2020, and submitting them for approval.
- 6- Releasing the Board Members and managers, respectively, with respect to the activities, transactions and accounts for the fiscal period from January 1, 2020 to December 31, 2020.
- 7- Within the framework of the Company's "Dividend Distribution Policy", reading, discussing, and presenting for approval, the Board of Directors' suggestion of not to distribute dividends.
- 8- Determination of the number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.
- 9- Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and payments made as per the policy, without voting and resolving on the same at the General Assembly.
- 10- Determination of the remuneration to be paid to the Board Members during their terms of office.
- 11- Discussing and submitting for approval the proposal of the Board of Directors concerning the election of an Independent Audit Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
- 12- Discussing and submitting for approval the setting of an 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 fiscal period from January 1, 2021 to December 31, 2021 will be discussed.
- 13- Discussing and submitting for approval the authorization of the Board of Directors with respect to distribution of advance on dividend, 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.
- 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.
- 15- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders of the 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, of 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.
- 16- Without submitting it to voting and resolving on 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 fiscal period from January 1, 2020 to December 31, 2020, within the framework of the Capital Market Legislation and related regulations.
- 17- Without submitting it to voting and resolving on it in the General Assembly; informing the shareholders of the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favor of third parties.

Items in the Agenda regarding Exercise of Rights

Dividend Distribution

General Assembly Outcomes

Was the General Assembly Held? Yes

General Assembly Outcomes Our Company's Ordinary General Assembly Meeting for the activities of the fiscal period from January 1, 2020 to December 31, 2020 was held on March 31, 2021 (today) at 11:00 AM at our Head Office at the address of 100. Yil Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul. The Ordinary General Assembly Meeting Minutes containing the resolutions adopted and the List of Attendees are enclosed herewith. Information and documents regarding the Ordinary General Assembly Meeting Final Notification can also be accessed on our corporate website at www.hurriyetkurumsal.com

Resolutions Adopted In Relation to the Processes for Exercise of Rights

Dividend Distribution Discussed

Registration of General Assembly Resolutions

Were the General Assembly Resolutions Registered? Yes

Date of Registration 02.04.2021

Documents regarding the General Assembly Outcomes

ANNEX: 1 31032021 HGMAŞ GK TUTANAK.pdf - Minutes
ANNEX: 2 31032021 HGMAŞ GK HAZIRUN.pdf - List of Attendees

Additional Disclosures

The outcomes of the Ordinary General Assembly Meeting of our Company held on 31 March 2021 were registered on 02.04.2021 by Istanbul Trade Registry Directorate.

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 on 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.

**MINUTES OF THE ORDINARY MEETING OF THE GENERAL
ASSEMBLY OF HÜRRİYET GAZETECİLİK VE MATBAACILIK
A.Ş. DATED 31 MARCH 2021**

The Ordinary General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş. for the fiscal period from January 1, 2020 to December 31, 2020 was convened to discuss and resolve on the items on its agenda on Wednesday, March 31, 2021 at 11.00 AM at the address of 100. Yıl Mahallesi , 2264. Sokak, No: 1 Bağcılar/Istanbul under the supervision of the Ministry Representative Nevin OKTAY, assigned by the letter of the Republic of Turkey Governorship of Istanbul Provincial Directorate of Commerce dated 29.03.2021 and numbered E-90726394- 431.03-00062779863.

The invitation to the meeting was announced minimum three weeks before the meeting date as stipulated in the legislation in force and in the Articles of Association, and in a way that it includes the agenda, on the Turkish Trade Registry Gazette no. 10283, dated March 9, 2021, on the Public Disclosure Platform, on the Corporate Website of the Company at www.hurriyetkurumsal.com, and on the Electronic General Assembly System of the Central Securities Depository (MKK).

It was identified from review of the List of Attendees that from out of 592,000,000 shares representing the Company's capital of TL 592,000,000, a total of 468,890,303,053 shares were represented, 468,755,303.05 of which were represented by proxy and 135,000 of which were acting as principal, and thus, the minimum meeting quorum as required by Law and the Articles of Association was met. It was identified that the Board Members Mr. Mehmet Koray Yanç and Orhan KIRCA, and Representative of the Independent Audit Firm Mr. İsmail Arda were present and that not any objection was made.

It was identified by the Ministry Representative that, pursuant to paragraphs five and six of Article 1527 of the Turkish Code of Commerce, the Company has made its Electronic General Assembly preparations in accordance with the legal regulations.

The Ministry Representative made an explanation on the form of voting, and stated that, provided that the electronic vote counting regulations contained both in the Law and the Company's Articles of Association are reserved, shareholders who are physically present in the meeting hall should vote by open voting and by show of hands, and those shareholders who will cast a dissenting vote should verbally declare their dissenting vote.

The Board Member Mr. Mehmet Soysal appointed Ms. Elif Özcan who is the holder of "MKK Electronic General Assembly System Expert Certificate" to use the Electronic General Assembly System, and the meeting was commenced both in physical and electronic medium at the same time and discussion of the agenda items was initiated, and the following resolutions were adopted as a result of the discussion held pursuant to the agenda:

AGENDA ITEMS:

1. Pursuant to the 1st item of the agenda, the written motion submitted by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. was read to the General Assembly. Semih Metin was proposed to be the Chairman of the Meeting, İnan Yıldız was proposed to be the Vote Collector, and Abdullah Onur Alçıçek was proposed to be the Meeting Clerk, and since there were no other proposals and suggestions, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted unanimously, with 468,890,303,053 affirmative votes against 0 dissenting votes.

2. The Meeting Council is unanimously granted the authority to sign the minutes of the meeting with 468,890,303,053 affirmative votes against 0 dissenting votes.

3. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was notified that the Activity Report of the Board of Directors for the fiscal period from January 1, 2020 to December 31, 2020 has been disclosed to the public and made available for examination of the shareholders, on March 8, 2021, three weeks before the date of the General Assembly meeting, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at www.hurriyetkurumsal.com, and on the Electronic General Assembly System of MKK, and it was proposed that the Activity Report is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted unanimously, with 468,890,303,053 affirmative votes against 0 dissenting votes.

Following the evaluation of the motions, it was proceeded with voting on the agenda item. The Activity Report of the Board of Directors for the fiscal period from January 1, 2020 to December 31, 2020 was approved unanimously, with 468,890,303,053 affirmative votes against 0 dissenting votes.

4. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret AŞ, it was notified that the Opinion of the Independent Audit Firm for the fiscal period from January 1, 2020 to December 31, 2020 has been disclosed to the public and made available for examination of the shareholders on March 8, 2021, three weeks before the date of the General Assembly meeting, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at www.hurriyetkurumsal.com, and on the Electronic General Assembly System of MKK, and it was proposed that the Opinion of the Independent Audit Firm is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted unanimously, with 468,890,303,053 affirmative votes against 0 dissenting votes. Summary section of the Opinion of the Independent Audit Firm was read by Mr. İsmail Arda, the representative of the Independent Audit Firm. The Opinion of the Independent Audit Firm was discussed and approved unanimously with 468,890,303,053 affirmative votes against 0 dissenting votes.

5. The Chairman of the Meeting gave the information that the Financial Statements for the fiscal period from January 1, 2020 to December 31, 2020 have been disclosed to the public and made available for examination of the shareholders on March 8, 2021, three weeks before the date of the General Assembly meeting, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at www.hurriyetkurumsal.com, and on the Electronic General Assembly System of MKK. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was proposed that the Financial Statements are deemed to have been read. Since there were no other proposals, this

proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted unanimously, with 468,890,303,053 affirmative votes against 0 dissenting votes. The 5th Item of the Agenda was discussed and approved unanimously with 468,890,303,053 affirmative votes against 0 dissenting votes.

6. Individual release of the Board Members Yıldırım Demirören, Meltem Oktay, Fikret Tayfun Demirören, Mehmet Koray Yanç, Mehmet Soysal, Alaattin Aykaç and Orhan Kirca and each of other managers of the Company, with respect to the activities, transactions and accounts for the fiscal period from January 1, 2020 to December 31, 2020, was submitted to the approval of the General Assembly, and each of the Board Members was individually released unanimously with 468,890,303,053 affirmative votes against 0 dissenting votes. The Board Members did not vote for their own release.

7. The Chairman of the Meeting gave the information that the proposal of the Board of Directors on not to distribute dividend under the Company's "Dividend Distribution Policy" has been disclosed to the public on the Public Disclosure Platform and on the Company's Corporate Website at www.hurriyetkurumsal.com, and read the sole written motion given in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret AŞ. on not to distribute dividend.

The proposal given by the Board of Directors was put on vote, in which it was stated that

"According to the Consolidated Financial Statements of the fiscal 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 Loss for the Period" at an amount of 80,862,684 Turkish Liras 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 "Losses from Previous Years" at an amount of (407,704,212) Turkish Liras, which was calculated as per the CMB 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 01.01.2020 to 31.12.2020 in accordance with CMB's regulations on dividend distribution, and the shareholders be notified in this respect and this circumstance be submitted to the approval of the General Assembly;

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 sub-paragraph 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 be transferred to the "Extraordinary Reserves" account and that this circumstance be submitted to the approval of the General Assembly.

Proposal of the Board of Directors not to distribute dividend was accepted unanimously with 468,890,303,053 affirmative votes against 0 dissenting votes.

Shareholder Dođukan Dünmez held the floor and asked the following question in relation to the 7th item of the agenda:

Hürriyet's brand strength is very high. As investors, we trust Demirören Group. However, the company's shares have not risen in the Emerging Securities Market for the last 1 year. It is my understanding that there will be no capital increase by bonus issue. Will there be a repurchase program?

Meeting Chairman held the floor and said: "It is not within my knowledge, if any, necessary announcements will be made through KAP."

8. Within the scope of the 8th item of the agenda regarding the determination of the number of Board Members and their term of office, and election of the Board Members to serve for the term to be determined, the Chairman of the Meeting announced the Board Member candidates. It was stated that the resumes of the announced candidates are always publicly available on the company's corporate website at www.hurriyetkurumsal.com. It was decided that the Board of Directors be composed of 7 members; each Board Member candidate **to serve for period of 3 years** was put to vote individually.

8.1 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Yıldırım Demirören with T.R. ID number ** was elected as the Board Member.

8.2 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Meltem Oktay with T.R. ID number ** was elected as the Board Member.

8.3 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Fikret Tayfun Demirören with T.R. ID number ** was elected as the Board Member.

8.4 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Mehmet Koray Yanç with T.R. ID number ** was elected as the Board Member.

8.5 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Mehmet Soysal with T.R. ID number ** was elected as the Board Member.

As an Independent Member,

8.6 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Alaattin Aykaç with T.R. ID number ** was elected as the Board Member.

8.7 It was decided by the majority of the votes with 468,667,788,053 affirmative votes against 22,515 dissenting votes that Orhan Kirca with T.R. ID number ** was elected as the Board Member.

It was decided that the Board of Directors be composed of 7 members, and each member of Board of Directors was elected to serve for 3 years by majority of votes, with 468,667,788,053 affirmative votes against 22,515 dissenting votes.

9. The Chairman of the Meeting gave the information that under the “Remuneration Policy” which was previously disclosed to the public and can be found on the Company’s Corporate Website, 6,043,934 Turkish Liras in total in the fiscal period from January 1, 2020 to December 31, 2020 were paid to the Company’s Board Members with executive function (including the attendance fee determined by the General Assembly) and to Senior Managers.

10. It was then continued with determination of the remunerations to be paid to Board Members for their capacity as such; the written motion given by Mr.Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. to the Chairman of the Meeting for non-payment of remuneration to Board Members was read by the Chairman and submitted for approval. It was approved by majority of votes, with 468,667,788,053 affirmative votes against 22,515 dissenting votes. 10th item of the agenda was discussed, and it was decided by majority of votes not to pay any remuneration to the Board Members.

11. It was identified that, in accordance with the principles determined pursuant to Turkish Commercial Code, Capital Markets Law and the Decree Law no 660 and secondary legislation in force in this scope, Vizyon Grup Bağımsız Denetim Anonim Şirketi was appointed as independent audit firm by the Board of Directors to conduct an independent audit on the Financial Statements in the fiscal period from January 1, 2021 to December 31, 2021 and to perform other relevant activities, and it was unanimously resolved, with 468,890,303,053 affirmative votes against 0 dissenting votes, to approve the aforementioned appointment and to grant the Board of Directors the authority to perform the necessary acts and transactions including preparation and signing of a contract with the audit firm and determination of the fee to be paid to the audit firm.

12. The sole written motion submitted to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. for setting the upper limit of the aids and donations, which may be granted until the Ordinary General Assembly meeting where the activities and accounts of the fiscal period from January 1, 2021 to December 31, 2021 will be discussed, pursuant to the Company’s Articles of Association, as 1% of the Company’s assets, and for granting the Board of Directors the authority to grant aids and donations of up to the upper limit designated, in line with the Company’s Articles of Association, was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 468,667,788,053 affirmative votes against 22,515 dissenting votes.

13. It was unanimously resolved, with 468,890,303,053 affirmative votes against 0 dissenting votes that, in accordance with article 23 of the Company’s Articles of Association, the Board of Directors be granted the authority to pay advance on dividend of up to the amount as permitted by the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, and to determine the time and conditions of payment of such advance on dividend.

14. Granting to the Board Members of the authority to perform the actions and transactions written in articles 395 and 396 of the Turkish Commercial Code, was submitted to the approval of the shareholders, and was unanimously approved, with 468,890,303,053 affirmative votes against 0 dissenting votes.

15. The Chairman of the Meeting informed the shareholders of the fact that 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 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.

16. The Chairman of the Meeting gave the information that, under the "Policy for Donations and Aids" which was previously disclosed to the public and can be found on the Company's Corporate Website, the Company made donations at a total amount of 400.294 Turkish Liras in the fiscal period from January 1, 2020 to December 31, 2020, and the upper limit designated by the General Assembly was not exceeded.

17. The Chairman of the Meeting informed the shareholders of the fact that no revenue or benefit has been obtained by the Company from securities, pledges, mortgages and surety-ships provided in favor of third parties.

Shareholder Dođukan Dünmez held the floor and asked the following question again in relation to the 17th item of the agenda:

"Is there digital transformation?"

Finance Manager Mustafa ÇELİK said: "As you know, our circulation has decreased by 15% due to the pandemic. In addition, yes, we have necessary studies and projects for digital transformation.

Shareholder Yavuz YAMAN held the floor and asked the following question again in relation to the 17th item of the agenda:

"We are proud to invest in Demirören Media Group, such a powerful company. However, the company's stock value is far below its book value. **Why does the Company Management not protect its share in Hürriyet?** We all want to make a profit."

Meeting Chairman said "We follow up the stock movements as investor relations. There are too many speculative transactions going on over the company. Even recently, a Gross Exchange penalty has been imposed on our company's shares. All the necessary transactions are carried out in accordance with the legislation. In Borsa Istanbul, there are many Companies which are far below their Book value. The situation in question is not only unique to us. There is no concrete study on the repurchase policy. When available, necessary explanations will be made through KAP.

The same shareholder; "As investors, we persistently protect our vote. We trust our company. However, the Management does not protect the share.

Meeting Chairman; "We have taken note of what you have just stated. We appreciate your good

wishes.”

Shareholder Dođukan Dünmez held the floor and asked the following question again in relation to the 17th item of the agenda:

“We, as investors, protect our vote. When will the company’s shares rise?”

Meeting Chairman; “It is not within my knowledge. However, as a former CMB expert, I can say this; the stock market brings in profit on the long run. Our digital transformation studies are in progress.”

“Is there any possibility that the company will be sold?”

“Please do not pay attention to information which is nothing but gossip other than our statements in KAP.”

Since there was no other issue to be discussed in the agenda and no shareholder took the floor for wishes and requests, the Chairman ended the meeting as of 11:50 AM. These minutes of the General Assembly meeting which were drawn up on the premises were drawn up in 6 original copies, and read and signed. **31.03.2021**

Ministry Representative
Nevin OKTAY
(signature)

Chairman of the Meeting
Semih Metin
(signature)

Vote Collector
İnan Yıldız
(signature)

Meeting Clerk
Abdullah Onur Alçıçek
(signature)

Board Member
Mehmet Koray YANÇ
(signature)

Board Member
Orhan KIRCA
(signature)

Representative of the Independent Auditing Firm

İsmail ARDA
(signature)

MOTION REGARDING THE 1ST ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

I nominate the following people to be elected in accordance with the 1st item of the agenda;

- Mr. Semih Metin, as the Meeting Chairman
- Mr. İnan Yıldız, as the Vote Collector
- Mr. Abdullah Onur Alçıçek, as the Minutes Clerk

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 3RD ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

Due to the fact that the Activity Report of the Board of Directors for the fiscal period of 2020 was disclosed to the public and made available for the examination of the shareholders three weeks before the date of the General Assembly meeting at the Company's principal office, on the Company's Corporate Website and on the Electronic General Assembly System of MKK, I submit to the approval of the General Assembly that the Activity Report is deemed to have been read.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 4TH ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

Due to the fact that the Opinion of the Independent Audit Firm for the fiscal period of 2020 was disclosed to the public and made available for the examination of the shareholders three weeks before the date of the General Assembly meeting at the Company's principal office, on the Company's Corporate Website, and on the Electronic General Assembly System of MKK, I submit to the approval of the General Assembly that the Opinion of the Independent Audit Firm is deemed to have been read.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 5TH ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

Due to the fact that the financial statements for the fiscal period of 2020 was disclosed to the public and made available for the examination of the shareholders three weeks before the date of the General Assembly meeting at the Company's principal office, on the Company's Corporate Website, and on the Electronic General Assembly System of MKK, I submit to the approval of the General Assembly that the financial statements is deemed to have been read.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 7TH ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

I submit the following to the approval of the General Assembly;

“According to the Consolidated Financial Statements of the fiscal 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 Loss for the Period" at an amount of 80,862,684 Turkish Liras 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 "Losses from Previous Years" at an amount of (407,704,212) Turkish Liras, which was calculated as per the CMB 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 01.01.2020 to 31.12.2020 in accordance with CMB's regulations on dividend distribution, and the shareholders be notified in this respect and this circumstance be submitted to the approval of the General Assembly;

and 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 sub-paragraph 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 be transferred to the "Extraordinary Reserves" account and that this circumstance be submitted to the approval of the General Assembly.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 10TH ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

I submit to the approval of the General Assembly that the issue that not any remuneration is to be made to the board members for their office as board members.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)

MOTION REGARDING THE 12TH ITEM OF THE AGENDA

Istanbul, 31.03.2021

To the Chairmanship of the General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Istanbul

Within the framework of the Company's Articles of Association, I submit to the approval of the General Assembly that the upper limit of the amount of aids and donations which may be made until the ordinary general assembly meeting where the activities and accounts of the fiscal period of 2020 will be discussed be determined as 1% of the assets of the company, and the Board of Directors be authorized to aid and make donations up to the determined upper limit.

Regards,

DEMİRÖREN MEDYA YATIRIMLARI TİCARET A.Ş.

Represented by

Murat Durmaz

(signature)



LIST OF ATTENDEES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş., HELD ON
31.03.2021

NO.	SHAREHOLDER	T.R. ID NO./TAX ID NO.	NATIONALITY	ADDRESS	GROUP	NOMINAL VALUE	METHOD OF REPRESENTATION	TYPE OF REPRESENTATIVE	FULL NAME/TITLE OF THE REPRESENTATIVE	T.R. ID NO./TAX ID NO.
1	DEMİRÖREN MEDYA YATIRIMLARI TİCARET ANONİM ŞİRKETİ		Native		-		By Proxy	Individual Representative	MURAT DURMAZ	(signature)
2	YAVUZ YAMAN		Native		-		In person			(signature)
3	DOĞUKAN DÜNMEZ		Native		-		In person			(signature)
4	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST		Foreigner		-		By Proxy	Depository Representative	Hande NALBANTOĞLU	E-signature

Company Capital	592,000,000
Minimum Meeting Quorum	
Amount of Shares of Those Present In Person	135,000
Amount of Shares Represented by Their Depository Representatives	22,515

NO.	SHAREHOLDER	T.R. ID NO./TAX ID NO.	NATIONALITY	ADDRESS	GROUP	NOMINAL VALUE	METHOD OF REPRESENTATION	TYPE OF REPRESENTATIVE	FULL NAME/TITLE OF THE REPRESENTATIVE	T.R. ID NO./TAX ID NO.
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Amount of Shares Represented by Other Representatives	468,732,788.05
Present Meeting Quorum	468,890,303.05:

Board Members
MEHMET KORAY YANÇ
(signature)

Chairman of the Meeting
SEMİH METİN
(signature)

Ministry Representative
NEVİN OKTAY
(signature)

Minutes Clerk
ONUR ALÇIÇEK
(signature)

Vote Collector
İNAN YILDIZ
(signature)

ORHAN KIRCA
(signature)