



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Material Events Disclosure (General)

Summary Information

About the disclosure submitted from Demirören Medya Yatırımları Ticaret A.Ş., the controlling shareholder of our Company

CENTRAL SECURITIES DEPOSITORY
ISTANBUL



Material Events Disclosure (General)

Relevant Companies []

Relevant Funds []

Material Events Disclosure (General)	
Is the Disclosure an Update?	No
Is the Disclosure a Correction?	No
Date of the Previous Disclosure Made on the Subject	-
Is the Disclosure a Deferred Disclosure?	No
Disclosure Content	
Remarks	

Please find below the disclosure submitted from Demirören Medya Yatırımları Ticaret A.Ş., the controlling shareholder of our Company:

As per the decision no. E.2019/3383 of Ankara Regional Administrative Court 8th Administrative Trial Chamber, served on our Company on 16.07.2021, it has been decided to cancel the decision of the Capital Markets Board dated 16.08.2018 and no. 2018/37 on granting of exemption to our Company from making share purchase offer pursuant to the Capital Markets Board's Communiqué No. II-26.1 on Share Purchase Offer, article 18, paragraph 1, subparagraph (a), within the scope of transfer to our Company of the shares with a nominal value of TL 428,732,788.05, representing 77.67% of the capital of Hürriyet Gazetecilik ve Matbaacılık A.Ş., in accordance with the Share Sales Agreement signed on 06.04.2018 between our Company and Doğan Şirketler Grubu Holding A.Ş., and to reverse the decree dated 12.07.2019 and no. E.2018/2095, K.2019/1593, awarded previously by Ankara 18th Administrative Court within the scope of the request for cancellation of the administrative action in question. With regard to the said decree, further to the appeal application by our Company in the capacity of intervener, it has been decided by the decision of the 13th Chamber of the Council of State dated 03.11.2021 to approve the said decision of Ankara Regional Administrative Court.

With regard to the Capital Markets Board's decision of exemption from the said requirement of making share purchase offer, in relation with the lawsuit of cancellation brought by various plaintiffs before Ankara 18th Regional Court and the appeal proceedings before Ankara Regional Administrative Court 8th Administrative Trial Chamber and the appeal processes before the 13th Chamber of the Council of State, our Company has participated in the lawsuit as intervener and followed up the respective trial processes. With regard to the said trial processes, due to the reasons of avoiding the possible extraordinary and speculative price and amount movements concerning the shares of Hürriyet Gazetecilik ve Matbaacılık A.Ş., protecting the legitimate interests of the investors of our Company and Hürriyet Gazetecilik ve Matbaacılık A.Ş., avoiding the misleading of the investors, and the fact that all legal obligations regarding the decision made fully in compliance with the capital market legislation by the Capital Markets Board on the exemption from the requirement of making share purchase offer have been completely fulfilled by our Company, no material events disclosure has been made previously on the Public Disclosure Platform in the capacity of parent company, and within the framework of the provisions of articles 6 and 5/5 of the Capital Markets Board's Material Events Communiqué No. II-15.1 ("Communiqué"), regarding Hürriyet Gazetecilik ve Matbaacılık A.Ş., which we are the controlling partner of, as per the decree of Ankara Regional Administrative Court 8th Administrative Trial Chamber no. E.2019/3383, K.2021/1161, served on our Company on 16.07.2021, it has

been decided to defer the disclosure of the internal information to the public of the cancellation of the decision of the Capital Markets Board dated 16.08.2018 and no. 2018/37 on granting of exemption to our Company from making share purchase offer in accordance with article 18, paragraph 1, subparagraph (a) of the Capital Markets Board's Communiqué No. II-26.1 on Share Purchase Offer. In this respect, pursuant to article 6 of the Communiqué, all necessary measures for keeping of the internal information confidential by our Company and controlling of the access to this information, including Hürriyet Gazetecilik ve Matbaacılık A.Ş., which we are the controlling shareholder of, have been fulfilled.

With the service of the decision of the 13th Chamber of the Council of State on approval of the decree of Ankara Regional Administrative Court 8th Administrative Trial Chamber, upon our company's decision to make application to the Capital Markets Board taking into account the court decree, as the reason for deferment of the disclosure of the internal information to the public as prescribed by the provisions of the Communiqué has disappeared now, it has been deemed appropriate to make this disclosure.

Within the framework of article 26 of the Capital Market Law and the provisions of the Capital Markets Board Communiqué No. (II-26.1), in accordance with the Share Sales Agreement signed on 06.04.2018 between our Company and Doğan Şirketler Grubu Holding A.Ş., within the scope of transfer to our Company of the shares with a nominal value of TL 428,732,788.05, representing 77.67% of the capital of Hürriyet Gazetecilik ve Matbaacılık A.Ş., taking into account also the ancillary obligations in the Share Transfer Agreement, on the basis of the share price of 0.54316 US Dollars per share and pursuant to the provisions of the relevant legislation, the necessary applications will be made to the Capital Markets Board by our Company for the purpose of fulfillment of the obligation of making share purchase offer to those investors who were shareholders of Hürriyet Gazetecilik ve Matbaacılık A.Ş. on 16.05.2018, when the obligation of share purchase offer arose, with limitation to such part of the shares they possessed on the date which they held continuously until the share purchase offer.

The partners of Hürriyet Gazetecilik ve Matbaacılık A.Ş., which we are the controlling shareholder of, and those investors who consider to become its shareholder, should take important note of "who qualifies" for our share purchase offer as clearly expressed in this disclosure so that they do not suffer any damages due to any misunderstandings that may emerge in connection with the obligation we will fulfill. Because purchase of the shares of the shareholders who do not qualify for benefiting from the share purchase offer will be out of question.

Respectfully announced to the public and our investors.

Demirören Medya Yatırımları Ticaret A.Ş.

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 such matter(s), that the information disclosed is in conformity with our books, records and documents, that we have shown due efforts to obtain the relevant information fully and accurately, and that we are fully liable for these disclosures.