

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
INVITATION BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL ASSEMBLY MEETING

Our Company's Ordinary General Assembly shall convene on Thursday, March 31, 2022 at 11:00 AM at the Company's principal office address 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul to discuss and decide upon the agenda items.

As per the provisions of Article 1527 of the Turkish Commercial Code No. 6102 ("TCC"), our shareholders may attend the meeting and cast their votes either physically or in the electronic environment through the **Electronic General Meeting System ("e-GKS") of the Central Securities Depository of Turkey ("MKK")**. Our shareholders or their proxies intending to attend the Ordinary General Assembly 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 their procedures in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" which was published in the Official Gazette No. 28395 dated August 28, 2012 and the "Communiqué on Electronic General Assembly Meeting System Applicable in General Assemblies of Joint Stock Companies" which was published in the Official Gazette No. 28396 dated August 29, 2012. **Otherwise, it shall not be possible for them to attend the General Assembly Meeting electronically.** Our shareholders may obtain the necessary information concerning electronic attendance at the general assembly, from MKK (Central Securities Depository of Turkey) and/or from MKK's website at "www.mkk.com.tr".

Pursuant to paragraph 4 of Article 415 of TCC no. 6102 and paragraph 1 of Article 30 of the Capital Market Law ("CML"), the right of attendance at 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 Ordinary 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.

Provided that their rights and obligations regarding electronic attendance at the Ordinary General Assembly Meeting are reserved; our shareholders who will not be able to attend the General Assembly 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 "Communiqué on Casting Votes 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 over 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 that is required by SPK's II-30.1**

Communiqué and is enclosed herewith shall not in any way be accepted, as a requirement of our legal liability.

The General Assembly Information Document, the Procedure for Attendance at 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 SPK, 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 Demirören Medya Center, 100. Yıl Mahallesi 2264. Sokak, No:1, Bağcılar/Istanbul,
- Istanbul DPC Branch located at the address Sanayi Mahallesi, 1650 Sokak, No:2 Demirören Medya Tesisleri 34850 Esenyurt/Istanbul,
- Ankara DPC Branch located at the address Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu üzeri 15. Km 06150 Sarayköy Pursaklar/Ankara,
- Ankara DMC Branch located at the address Söğütözü Mah. 2185. Cadde No:14 Çankaya/Ankara,
- Izmir Branch located at the address Umur Bey Mahallesi, Şehitler Cad. No:16/1 35230 Alsancak/Izmir,
- Izmir DPC Branch located at the address Fatih Mahallesi Ege Cad. No: 36 35414 Gaziemir Sarnıç/Izmir,
- Bursa Branch located at the address Odunluk Mahallesi Akpınar Caddesi Green White Plaza No:5 Kat:6 D:16 Nilüfer/Bursa,
- Adana DPC Branch located at the address Yenidoğan Mahallesi, Girne Bulvarı, No:275/A, Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir/Adana,
- Antalya DPC Branch located at the address Yenigöl Mah. Serik Cad. No:80, Havalimanı Yolu 8. Km. 07300 Muratpaşa/Antalya,
- Trabzon DPC Branch located at the address 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 (MKG).

The foregoing is hereby submitted for the information of our Shareholders.

Yours faithfully,

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
BOARD OF DIRECTORS

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 31, 2022

1. Opening, and appointment of the Meeting Council.
2. Authorizing the Meeting Council to sign the Meeting Minutes.
3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting it for approval.
4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting it for approval.
5. Reading and discussing the Financial Statements pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting them for approval.
6. Releasing the Board Members and managers, individually with respect to the activities, transactions and accounts for the fiscal period from January 1, 2021 to December 31, 2021.
7. Within the framework of Hürriyet Gazetecilik ve Matbaacılık A.Ş.'s (the "Company") "Dividend Distribution Policy", reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends.
8. 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.
9. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
10. Submitting to the approval of the shareholders the issue of amendment of article 9 of the Company's Articles of Association, in line with the enclosed Amendment Text for the Articles of Association, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Customs and Trade Directorate General of Domestic Trade, and on the condition of being in the form stated in such permissions.
11. Discussing and submitting for approval the setting of the upper limit for aid 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, 2022 to December 31, 2022 will be discussed.
12. 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.

- 13.** 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.

- 14.** 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 partner with unlimited liability, in another partnership dealing with the same line of business.

- 15.** 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 fiscal period from January 1, 2021 to December 31, 2021, within the framework of the Capital Market Legislation and related regulations.

- 16.** 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 the securities, pledges, mortgages and suretyships provided in favor of third persons.

HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION AMENDMENT TEXT

FORMER TEXT	NEW TEXT
<p>REGISTERED AND ISSUED CAPITAL</p> <p>ARTICLE 9:</p> <p>The Company accepted the registered capital system pursuant to the provisions of the Law no. 2499, and started using this system upon the Capital Markets Board permit No. 196 dated 16.04.1992.</p> <p>The Company's registered capital is TL 800,000,000 which is divided into 800.000.000 shares each at a nominal value of TL 1.</p> <p>The Company's issued capital is TL 592,000,000 which is fully paid up and divided into 592.000.000 shares each at a nominal value of TL 1.</p> <p>The registered capital ceiling permit granted by the Capital Markets Board is valid for the period from 2017 to 2021 (5 years). Even if the registered capital ceiling for which the permit was granted is not reached by the end of 2021; after 2021, in order to be able to adopt a resolution to increase the capital, the board of directors has to receive authorization of the general assembly for a new term, by obtaining permission from the Capital Markets Board for the previously-permitted ceiling or a new ceiling amount. In the case that the aforementioned authorization is not granted by the General Assembly, no capital increase can take place with a resolution of the Board of Directors.</p> <p>At times when it deems necessary, the Board of Directors is authorized to adopt a resolution to increase the registered capital ceiling and to increase the issued capital by issuing registered shares up to the registered capital ceiling, in compliance with the provisions of the Capital Market Law and the regulations of the Capital Markets Board.</p> <p>The shares are issued by a resolution of the Board of Directors in accordance with the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and other provisions of the Capital Market Legislation.</p> <p>The Board of Directors is authorized to issue shares above or under their nominal value and to adopt resolutions restricting in part or in whole the rights of the shareholders to purchase new shares. New shares cannot be issued unless the shares issued are sold in whole and their price is collected.</p> <p>Shares that represent the Company's capital are monitored according to dematerialization principles.</p>	<p>REGISTERED AND ISSUED CAPITAL</p> <p>ARTICLE 9:</p> <p>The Company accepted the registered capital system pursuant to the provisions of the Law no. 2499, and started using this system upon the Capital Markets Board permit No. 196 dated 16.04.1992.</p> <p>The Company's registered capital is TL 800,000,000 which is divided into 800.000.000 shares each at a nominal value of TL 1.</p> <p>The Company's issued capital is TL 592,000,000 which is fully paid up and divided into 592.000.000 shares each at a nominal value of TL 1.</p> <p>The registered capital ceiling permit granted by the Capital Markets Board is valid for the period from 2022 to 2026 (5 years). Even if the registered capital ceiling for which the permit was granted is not reached by the end of 2026; after 2026, in order to be able to adopt a resolution to increase the capital, the board of directors has to receive authorization of the general assembly for a new term, by obtaining permission from the Capital Markets Board for the previously-permitted ceiling or a new ceiling amount. In the case that the aforementioned authorization is not granted by the General Assembly, no capital increase can take place with a resolution of the Board of Directors.</p> <p>At times when it deems necessary, the Board of Directors is authorized to adopt a resolution to increase the registered capital ceiling and to increase the issued capital by issuing registered shares up to the registered capital ceiling, in compliance with the provisions of the Capital Market Law and the regulations of the Capital Markets Board.</p> <p>The shares are issued by a resolution of the Board of Directors in accordance with the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board and other provisions of the Capital Market Legislation.</p> <p>The Board of Directors is authorized to issue shares above or under their nominal value and to adopt resolutions restricting in part or in whole the rights of the shareholders to purchase new shares. New shares cannot be issued unless the shares issued are sold in whole and their price is collected.</p> <p>Shares that represent the Company's capital are monitored according to dematerialization principles.</p>

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 votes, 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 Thursday, March 31, 2022 at 11:00 AM at the address 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;

- a) The proxy is authorized to cast vote based on his/her own view.
- b) The proxy is authorized to cast vote based on the suggestions of the company's management.
- c) 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 appointment of the Meeting Council.			
2. Authorizing the Meeting Council to sign the Meeting Minutes.			
3. Reading and discussing the Board of Directors Activity Report pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting it for approval.			

<p>4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting it for approval.</p>			
<p>5. Reading and discussing the Financial Statements pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting them for approval.</p>			
<p>6. Releasing the Board Members and managers, individually with respect to the activities, transactions and accounts for the fiscal period from January 1, 2021 to December 31, 2021.</p>			
<p>7. Within the framework of Hürriyet Gazetecilik ve Matbaacılık A.Ş.'s (the "Company") "Dividend Distribution Policy", reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends.</p>			
<p>8. 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.</p>			
<p>9. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.</p>			

<p>10. Submitting to the approval of the shareholders the issue of amendment of article 9 of the Company's Articles of Association, in line with the enclosed Amendment Text for the Articles of Association, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Customs and Trade Directorate General of Domestic Trade, and on the condition of being in the form stated in such permissions.</p>			
<p>11. Discussing and submitting for approval the setting of the upper limit for aid 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, 2022 to December 31, 2022 will be discussed.</p>			
<p>12. 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>13. Submission to the approval of</p>			

<p>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>14. 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 partner with unlimited liability, in another partnership dealing with the same line of business.</p>			
<p>15. 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 fiscal period from January 1, 2021 to December 31, 2021, within the framework of the Capital Market Legislation and related regulations.</p>			
<p>16. Without putting it to vote and deciding upon it in the General</p>			

<p>Assembly, informing the shareholders about the fact that no revenue or benefit has been obtained from the securities, pledges, mortgages and suretyships provided in favor of third persons.</p>			
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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, which 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