

**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](http://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](http://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**

| <b>FORMER TEXT</b>  | <b>NEW TEXT</b>   |
|---|---|
| <p><b>REGISTERED AND ISSUED CAPITAL</b></p> <p><b>ARTICLE 9:</b></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><b>REGISTERED AND ISSUED CAPITAL</b></p> <p><b>ARTICLE 9:</b></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. |        |        |                    |

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| <p><b>4.</b> 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><b>5.</b> 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><b>6.</b> 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><b>7.</b> 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><b>8.</b> 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><b>9.</b> 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> |  |  |  |

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| <p><b>10.</b> 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><b>11.</b> 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><b>12.</b> 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><b>13.</b> 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><b>14.</b> 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><b>15.</b> 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><b>16.</b> 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**

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON**  
**MARCH 31, 2022 CONCERNING THE ACTIVITIES OF THE YEAR 2021**

**INTRODUCTION**

Our Company's Ordinary General Assembly for the fiscal period from January 1, 2021 to December 31, 2021 shall convene at 11:00 AM on Thursday, March 31, 2022 at the address 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/Istanbul to discuss and decide upon the agenda items.

Documents listed below pertaining to the fiscal period from January 1, 2021 to December 31, 2021 shall be made available at the following addresses and media for inspection by our shareholders, three weeks prior to the meeting date:- The Board of Directors' Activity Report, Financial Statements and their Footnotes (altogether to be referred to as the "Financial Report"), Opinion of the Independent Audit Firm, the Board of Directors' proposal Not to Distribute Dividends, Report on Compliance with Corporate Management Principles, General Assembly Information Document, Procedure for Participation in the General Assembly and the Power of Attorney Form, as well as the information notes including explanations required under II-17.1 "Corporate Management Communique" of CMB:

- 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](http://www.hurriyetkurumsal.com) and in the Electronic General Meeting System (EGKS) of the Central Securities Depository of Turkey (MKG).

## 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 votes 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 participate in 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 August 28, 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 August 29, 2012. **Otherwise, they will not be able to attend the Ordinary General Assembly Meeting electronically.** Our shareholders may obtain 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 Article 415(4) of TCC and Article 30(1) 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 General Assembly Meeting **are required to fulfill the procedures publicly disclosed 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 at 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](http://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 Communique and enclosed herewith (Annex-1) shall not in any way be accepted, as a requirement of our legal liability.**

As per Article 19 of the 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, which 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 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, and shall adopt any required resolution accordingly.*

**c) Place of Meeting:** *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 votes by proxy.*

**e) Attendance at the Meeting:** *As a principle, managing directors of the Board and at least one member of the Board of Directors and an officer of the Independent Audit Firm must attend the 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 votes 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 votes in meetings of the General Assembly.*

**i) 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 communiques 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 at 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 votes 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:**

| <b>Shareholder's Trade Name / Name and Surname</b>               | <b>Share Amount in the Capital (TL)</b> | <b>Share Percentage (%)</b> |
|--|---|-----------------------------|
| DEMİRÖREN MEDYA YATIRIMLARI<br>TİCARET ANONİM ŞİRKETİ            | <b>480,750,775.52</b>                   | <b>81.21</b>                |
| Publicly Traded Portion in Istanbul<br>Stock Exchange, and Other | <b>111,249,224.48</b>                   | <b>18.79</b>                |
| <b>TOTAL</b>   | <b>592,000,000.00</b>                   | <b>100.00</b>               |

**- 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



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

**AND EXPLANATIONS ON THE AGENDA**

**1. Opening, and appointment of the Meeting Council.**

|                |   |
|----------------|---|
| <b>Reason:</b> | 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"). |
|----------------|---|

**2. Authorizing the Meeting Council to sign the Meeting Minutes.**

|                 |   |
|-----------------|---|
| <b>Reason :</b> | The General Assembly shall authorize the Meeting Council to sign the Minutes of the General Assembly. |
|-----------------|---|

**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.**

|                 |  |
|-----------------|--|
| <b>Reason :</b> | In accordance with the provisions of TCC and the Regulation, the Board of Directors' Activity Report for the fiscal period from January 1, 2021 to December 31, 2021 shall be read, discussed and submitted for approval in the General Assembly. (The relevant documents are available at the Company's Headquarters and Branches, the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
|-----------------|--|

**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.**

|                 |   |
|-----------------|---|
| <b>Reason :</b> | The Opinion of the Independent Audit Firm concerning the fiscal period from 01.01.2021 to 31.12.2021 shall be read, discussed and submitted for approval in the General Assembly, in line with TCC, the regulations of the Capital Markets Board and the provisions of the Regulation. (The relevant documents are available at the Company's Headquarters and Branches, the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
|-----------------|---|

**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.**

|                 |   |
|-----------------|---|
| <b>Reason :</b> | In accordance with the provisions of TCC and the Regulation, the Financial Statements for the fiscal period from 01.01.2021 to 31.12.2021 shall be read, discussed and submitted for approval in the General Assembly. (The relevant documents are available at the Company's Headquarters and Branches, the Company's Corporate Website at <a href="http://www.hurriyetkurumsal.com">www.hurriyetkurumsal.com</a> , on the Public Disclosure Platform ("KAP") ( <a href="http://www.kap.org.tr">www.kap.org.tr</a> ) and the Electronic General Assembly System ("e-GKS") of the Central Securities Depository of Turkey ("MKK").) |
|-----------------|---|

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.

|                 |  |
|-----------------|--|
| <b>Reason :</b> | Release of the Board of Directors and the managers with respect to the activities, transactions and accounts of the year 2021 shall be presented to the General Assembly for approval in line with TCC and the Regulation. |
|-----------------|--|

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.

|                 |  |
|-----------------|--|
| <b>Reason :</b> | <p>With the Resolution No. 2022/06 dated 08.03.2022 adopted by our Company's Board of Directors,</p> <p>Our Company's Board of Directors decided that, according to the Consolidated Financial Statements of the fiscal period from 01.01.2021 to 31.12.2021 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 "Communique on Principles of Financial Reporting in Capital Markets" ("II-14.1") of SPK, and of which principles of presentation have been determined pursuant to the Decisions of SPK in this regard, and which have undergone an independent audit; a "Net Period Income" of 55,218,092 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 that when "Previous Years' Losses" of 488,566,896 Turkish Lira, which was calculated as per the SPK Profit Share Guide announced in SPK'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 01.01.2021 to 31.12.2021 in accordance with SPK's regulations on dividend distribution; it has been decided to inform the shareholders in this respect and to present this issue to the General Assembly for approval;</p> <p>that in our financial records for the fiscal period from 01.01.2021 to 31.12.2021, 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 (48,992,148.69) 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 1,779,004.44 from the aforementioned sales of real estates has been kept in liabilities in a special fund account until the end of the fifth year following the year in which such transaction has 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.</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.

|                 |   |
|-----------------|---|
| <b>Reason :</b> | As per the Corporate Management Communique (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. |
|-----------------|---|

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.

|                 |   |
|-----------------|---|
| <b>Reason :</b> | <p>Pursuant to TCC and the legislation related with the Capital Market Law, the election by the Board of Directors of the Independent Audit Firm shall be presented to the General Assembly for approval.</p> <p>With the resolution no. 2022/08 dated 08.03.2022 of our Board of Directors, it was decided, with the assent of our Audit Committee 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, to appoint <b>Vizyon Grup Bağımsız Denetim A.Ş.</b> as the independent auditing firm for an independent audit of our Company's financial reports of the fiscal period 2022 and for fulfillment of other relevant activities, and to present this appointment to the General Assembly for approval.</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.

|                 |  |
|-----------------|--|
| <b>Reason :</b> | <p>As a result of the term of "the Registered Capital Ceiling" of our Company having been extended for another 5 (five) years until 2026 (inclusive), article 9 of our Articles of Association, titled "Registered and Issued Capital", has been amended, and therefore the issue of amendment of our Articles of Association is being submitted to the approval of the shareholders. The Articles of Association Amendment Text, which is enclosed herewith (Annex/2), was publicly disclosed on 16.02.2022 pursuant to the resolution of our Board of Directors in relation to the amendment of the Articles of Association.</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.

|                 |  |
|-----------------|--|
| <b>Reason :</b> | <p>According to Article 3(6) of our Articles of Association;<br/><i>"Provided that its objective and scope of operation are not interrupted, the Company may provide aid 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 similar 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;<br/><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 aid and donations to be granted by the Company within a fiscal period</i></p> |
|-----------------|--|

|  |  |
|--|--|
|  | <p><i>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 must conform to the regulations of the Capital Market Law concerning concealed gains 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> |
|--|--|

- 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.

|                |  |
|----------------|--|
| <b>Reason:</b> | <p>According to Article 23 of our Articles of Association;</p> <p>"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."</p> |
|----------------|--|

- 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.

|                 |  |
|-----------------|--|
| <b>Reason :</b> | <p>The issue of granting authorization to the Board members to perform the acts indicated in Article 395 of TCC titled "Prohibition on Making Transactions with the Company and Borrowing from the Company", and in Article 396 of TCC titled "Prohibition on Competition", is being presented to the General Assembly for approval.</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.

|                |  |
|----------------|--|
| <b>Reason:</b> | <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 partner 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> |
|--|---|

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.

|                 |   |
|-----------------|---|
| <b>Reason :</b> | <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 110,999 Turkish Lira in 2021. The relevant amount is less than the amount that has been set by the General Assembly.</p> |
|-----------------|---|

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.

|                 |   |
|-----------------|---|
| <b>Reason :</b> | <p>In accordance with the provisions of article 12/4 of Corporate Management Communiqué (II-17.1);</p> <p><i>“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.”</i></p> |
|-----------------|---|

**ANNEX/1** Sample Power of Attorney

**ANNEX/2** Articles of Association Amendment Text

**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 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.**

| <b>Agenda Items (*)</b>  | <b>Accept</b> | <b>Reject</b> | <b>Dissenting Opinion</b> |
|--|---------------|---------------|---------------------------|
| <b>1.</b> Opening, and appointment of the Meeting Council.                                       |               |               |                           |
| <b>2.</b> Authorizing the Meeting Council to sign the Meeting Minutes.                           |               |               |                           |
| <b>3.</b> 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.  |  |  |  |
| <b>4.</b> 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.  |  |  |  |
| <b>5.</b> Reading and discussing the Financial Statements pertaining to the fiscal period from January 1, 2021 to December 31, 2021, and submitting them for approval.   |  |  |  |
| <b>6.</b> 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.  |  |  |  |
| <b>7.</b> 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. |  |  |  |
| <b>8.</b> 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.               |  |  |  |
| <b>9.</b> 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   |  |  |  |

|   |  |  |  |
|---|--|--|--|
| <p>Turkish Commercial Code and the regulations of the Capital Markets Board.</p>  |  |  |  |
| <p><b>10.</b> 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><b>11.</b> 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><b>12.</b> 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</p>  |  |  |  |



|  |  |  |  |
|--|--|--|--|
| Company's Articles of Association.   |  |  |  |
| <b>13.</b> 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.   |  |  |  |
| <b>14.</b> 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. |  |  |  |
| <b>15.</b> 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,  |  |  |  |

|   |  |  |  |
|---|--|--|--|
| <p>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><b>16.</b> 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.</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, 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**

**ANNEX/2****HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ  
ARTICLES OF ASSOCIATION AMENDMENT TEXT**

| <b>FORMER TEXT</b>  | <b>NEW TEXT</b>   |
|---|---|
| <p><b>REGISTERED AND ISSUED CAPITAL</b><br/><b>ARTICLE 9:</b><br/>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.<br/>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.<br/>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.<br/>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.<br/>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.<br/>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.<br/>Shares that represent the Company's capital are monitored according to dematerialization principles.</p> | <p><b>REGISTERED AND ISSUED CAPITAL</b><br/><b>ARTICLE 9:</b><br/>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.<br/>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.<br/>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.<br/>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.<br/>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.<br/>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.<br/>Shares that represent the Company's capital are monitored according to dematerialization principles.</p> |