

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

The Ordinary General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş. for the fiscal period from January 1, 2021 to December 31, 2021 was convened to discuss and resolve on the items on its agenda on Thursday, March 31, 2022 at 11.00 AM at the address of 100. Yıl Mahallesi, 2264. Sokak, No: 1 Bağcılar/İstanbul under the supervision of the Ministry Representative Feyyaz BAL, assigned by the letter of the Republic of Turkey Governorship of İstanbul Provincial Directorate of Commerce no. E-90726394-431.03-00073303251 dated 30.03.2022.

The invitation to the meeting was announced minimum three weeks in advance of the meeting date as stipulated in the legislation in force and in the Articles of Association, and in a form that is inclusive of the agenda, on the Turkish Trade Registry Gazette no. 10533, dated March 09, 2022, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of the Central Securities Depository of Turkey (MKK).

It was identified from review of the List of Attendees that from out of 592,000,000 shares representing the Company's capital of TL 592,000,000, a total of 481,134,437 shares were represented, 480,750,775 of which were represented by proxy and 383,661 of which were acting as principal, and thus, the minimum meeting quorum as required by Law and the Articles of Association was met. It was identified that the Board Members Mr. Mehmet Koray Yanç and Mr. Orhan Kırca, and Representative of the Independent Audit Firm Mr. İsmail Arda were present and that not any objection was made.

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

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

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

AGENDA ITEMS:

1. Pursuant to the 1st item of the agenda, the written motion submitted by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. was read to the General Assembly. It was proposed to appoint Semih Metin as the Chairman of the Meeting, İnan Yıldız as Vote Collector and Abdullah Onur as the Meeting Clerk. Since there were no other recommendations and proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 481,064,334 affirmative votes against 103 dissenting votes.
2. The authorization of the Meeting Council for signing the Meeting Minutes was put to vote and the Meeting Council was by majority of votes granted the authority to sign the minutes of the meeting with 481,064,334 affirmative votes against 103 dissenting votes.
3. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was notified that the Activity Report of the Board of Directors for the fiscal period from January 1, 2021 to December 31, 2021 has been disclosed to the public and made available for examination of the shareholders, on March 08, 2022, three weeks before the date of the General Assembly meeting, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at www.hurriyetkurumsal.com, and on the Electronic General Assembly System of MKK, and it was proposed that the Activity Report is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 481,064,333 affirmative votes against 70,103 dissenting votes.

Following the evaluation of the motions, it was proceeded with voting on the agenda item. The Activity Report of the Board of Directors for the fiscal period from January 1, 2021 to December 31, 2021 was approved by majority of votes, with 480,750,875 affirmative votes against 383,561 dissenting votes.

4. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was notified that the Opinion of the Independent Audit Firm for the fiscal period from January 1, 2021 to December 31, 2021 has been disclosed to the public and made available for examination of the shareholders on March 08, 2022, three weeks in advance of the General Assembly meeting date, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of MKK, and it was proposed that the Opinion of the Independent Audit Firm is deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 481,064,333 affirmative votes against 70,103 dissenting votes.

Summary section of the Opinion of the Independent Audit Firm was read by Mr. İsmail Arda, the representative of the Independent Audit Firm.

The Opinion of the Independent Audit Firm was discussed and approved by majority of votes, with 480,750,875 affirmative votes against 383,561 dissenting votes.

5. The Chairman of the Meeting gave the information that the Financial Statements for the fiscal period from January 1, 2021 to December 31, 2021 have been disclosed to the public and made available for examination of the shareholders on March 08, 2022, three weeks in advance of the General Assembly meeting date, at the Company's principal office and branches, on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of MKK. With the sole written motion given to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş., it was proposed that the Financial Statements are deemed to have been read. Since there were no other proposals, this proposal was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 480,750,875 affirmative votes against 383,561 dissenting votes.

Dissenting Opinion by Dođukan Dünmez: The value of Hürriyet Gazetecilik ve Matbaacılık A.Ş., deserves higher values than 2 lira. what's the latest with the digital transformation? Why does not the company pay dividend? Why is not any capital increase by bonus issue made?

Company's authorized signatory Mr. Mustafa ÇELİK: The business development units of the Company work on digital transformation. Dividends cannot be paid due to sectoral reasons. The Board of Directors tries to make resolutions for improvement works. The current resolutions are regularly published on KAP.

Dissenting Opinion by Mehmet KUL: Sectoral costs are rising. Why is not the operating profit increased? An extraordinary performance is required for ensuring recovery regarding financial statements. We as shareholders hope that the Company recovers.

The 5th item of the Agenda was discussed and approved by majority of votes, with 480,750,875 affirmative votes against 383,561 dissenting votes.

6. Individual release of the Board Members Yıldırım Demirören, Meltem Oktay, Fikret Tayfun Demirören, Mehmet Koray Yanç, Mehmet Soysal, Alaattin Aykaç and Orhan Kırca and each of other managers of the Company, with respect to the activities, transactions and accounts for the fiscal period from January 1, 2021 to December 31, 2021, was submitted to the approval of the General Assembly, and each of the Board Members was individually released by majority of votes, with 480,750,775 affirmative votes against 383,661 dissenting votes. The Board Members did not vote for their own release.
7. The Chairman of the Meeting gave the information that the proposal of the Board of Directors on not to distribute dividend under the Company's "Dividend Distribution Policy" has been disclosed to the public on the Public Disclosure Platform and on the Company's Corporate Website at www.hurriyetkurumsal.com, and read the sole written motion given in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret AŞ. on not to distribute dividend.

The following proposal of the Board of Directors was put to vote:

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 occurred, 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; the shareholders be informed in this respect and this issue be presented to the General Assembly for approval;

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 (48,992,148.69) Turkish Lira 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, 1,779,004.44 Turkish Lira from the aforementioned sales of real estate have been kept in liabilities in a special fund account until the end of the fifth year following the year in which such transactions have been made, and that it be transferred to the "Extraordinary Reserves" account.

Proposal of the Board of Directors not to distribute dividend was accepted by majority of votes, with 480,750,775 affirmative votes against 383,661 dissenting votes.

8. The Chairman of the Meeting gave the information that under the "Remuneration Policy" which was previously disclosed to the public and can be found on the Company's Corporate Website, 4,016,299 Turkish Lira in total in the fiscal period from January 1, 2021 to December 31, 2021 were paid to the Company's Board Members with executive function (including the attendance fee determined by the General Assembly) and to Senior Managers.
9. It was identified that, in accordance with the principles determined pursuant to Turkish Commercial Code, Capital Markets Law and the Decree Law no 660 and secondary legislation in force in this scope, Vizyon Grup Bağımsız Denetim Anonim Şirketi was appointed as independent audit firm by the Board of Directors to conduct an independent audit on the Financial Statements in the fiscal period from January 1, 2022 to December 31, 2022 and to perform other relevant activities, and it was resolved by majority of votes, with 481,064,333 affirmative votes against 70,103 dissenting votes, to approve the aforementioned appointment and to grant to the Board of Directors the authority to perform the necessary acts and transactions including preparation and signing of a contract with the audit firm and determination of the fee to be paid to the audit firm.
10. The Chairman of the Meeting gave the information that the Amendment to the Articles of Association has been disclosed to the public and made available for examination of the shareholders before the General Assembly meeting, at the Company's Principal Office,

on the Public Disclosure Platform, on the Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Assembly System of the Central Securities Depository of Turkey ("MKK"), and submitted to the approval of the shareholders that the Amendment to the Articles of Association is deemed to have been read. The approval was given by majority of votes, with 480,750,875 affirmative votes against 383,561 dissenting votes.

Upon seeing that necessary permissions have been obtained from the Capital Markets Board of the Republic of Turkey and the General Directorate of Domestic Trade of the Ministry of Customs and Trade, the amendment to the article 9 of the Articles of Association of the Company as per the attached Amendment to the Articles of Association pursuant to the permission no. E-29833736-110.04.04-17286 of the Capital Markets Board of the Prime Ministry of the Republic of Turkey dated 14.02.2022 and permission no. E-50035491-431.02-00072383775 of the Ministry of Customs and Trade of the Republic of Turkey dated 01.03.2022 and as permitted was submitted to approval, and was approved by majority of votes, with 481,064,333 affirmative votes against 70,103 dissenting votes.

- 11.** The sole written motion submitted to the Chairman of the Meeting in relation to this agenda item by Murat Durmaz in representation of Demirören Medya Yatırımları Ticaret A.Ş. for setting the upper limit of the aids and donations, which may be granted until the ordinary General Assembly meeting where the activities and accounts of the fiscal period from January 1, 2022 to December 31, 2022 will be discussed, pursuant to the Company's Articles of Association, as 1% of the Company's assets, and for granting the Board of Directors the authority to grant aids and donations of up to the upper limit designated, in line with the Company's Articles of Association, was put to vote both in physical and electronic media at the same time. As a result of the voting held, the proposal was accepted by majority of votes, with 480,750,775 affirmative votes against 383,661 dissenting votes.
- 12.** It was resolved by majority of votes, with 480,750,775 affirmative votes against 383,661 dissenting votes that, in accordance with article 23 of the Company's Articles of Association, the Board of Directors be granted the authority to pay advance on dividend of up to the amount as permitted by the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, and to determine the time and conditions of payment of such advance on dividend.
- 13.** Granting to the Board Members of the authority to perform the actions and transactions written in articles 395 and 396 of the Turkish Commercial Code, was submitted to the approval of the shareholders, and was approved by majority of votes, with 480,750,775 affirmative votes against 383,661 dissenting votes.
- 14.** The Chairman of the Meeting informed the shareholders of the fact that there are no transactions which are performed by the shareholders who hold the management control, the Board Members, executives with administrative responsibilities and their spouses and relatives by blood or marriage up to second degree kinship, which are material to the extent that can cause a conflict of interest with their partnerships or subsidiaries and/or performance by the same, on their own or someone else's account, a commercial transaction of a kind that falls within the scope of business of their partnerships or subsidiaries, or their participation, as a shareholder with unlimited liability, in another partnership dealing with the same line of business.

15. The Chairman of the Meeting gave the information that, under the "Policy for Donations and Aids" which was previously disclosed to the public and can be found on the Company's Corporate Website, the Company made donations at a total amount of 110,999 Turkish Lira in the fiscal period from January 1, 2021 to December 31, 2021, and the upper limit designated by the General Assembly was not exceeded.

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

Mehmet KUL: We expect Demirören to exercise due diligence regarding the profitability of the Company. Demirören Group has achieved Equity Growth in its other companies. Its equities in its other companies also continue to grow. However, we are concerned that Hürriyet may become insolvent. In such a case, all shareholders of the Company will be sorry. Demirören Group should exercise due diligence regarding this issue and focus on it. We hope that the shares gain their real value.

Since there was no other issue to be discussed in the agenda and no other person took the floor for wishes and requests, the Chairman ended the meeting as of 12:50. These minutes of the General Assembly meeting which were drawn up on the site, were drawn up in 6 original copies, and read and signed. **31.03.2022**

FORMER TEXT	NEW TEXT
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Ministry Representative
Feyyaz Bal

Chairman of the Meeting
Semih Metin

Vote Collector
İnan Yıldız

Meeting Clerk
Abdullah Onur Alçıçek

ANNEX: Amendment to the Articles of Association

ANNEX: AMENDMENT TO THE ARTICLES OF ASSOCIATION

HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ

AMENDMENT TO THE ARTICLES OF ASSOCIATION

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>