



PUBLIC DISCLOSURE PLATFORM

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
Disclosure Regarding Registered Capital Ceiling Transactions



Disclosure Regarding Registered Capital Ceiling Transactions

Summary Information	Approval of the General Assembly for Amendment of Our Articles of Association
Is the Disclosure an Update?	Yes
Is the Disclosure a Correction?	No
Is the Disclosure a Deferred Disclosure?	No
Date of Resolution of the Board of Directors	27.01.2022
Related Transaction	Update of RCC Expiration Date
Current Registered Capital Ceiling (TL)	800,000,000
New Registered Capital Ceiling (TL)	800,000,000
Expiration Date of Registered Capital Ceiling (New)	31.12.2026
Number of the Article of the Articles of Association to Be Amended	9
Date of Application to CMB	27.01.2022
Outcome of the Application to CMB	APPROVED
CMB Approval Date	14.02.2022
Date of the General Assembly Where the Issue Was Included in the Agenda	31.03.2022
Has the Registered Capital Ceiling Matter been Discussed at the General Assembly? Has it been adopted?	Adopted

Additional Disclosures

Amendment of article 9 of the articles of association of the Company's Articles of Association under the permit letter of the Capital Markets Board of Republic of Turkey no. E-29833736-110.04.04-17286 dated 14.02.2022 and permit letter of the Ministry of Trade of Republic of Turkey no. E-50035491-431.02-00072383775 dated 01.03.2022, and in its form as permitted, in line with the enclosed Amendment Text of the Articles of Association, was submitted for approval of the shareholders at the Ordinary General Assembly Meeting held on 31 March 2022 (today), and approved with the majority of votes.

Enclosed Documents

ENCLOSURE: 1

Ticaret Bakanlıđı Onayı.pdf

We hereby declare that the above disclosures are in conformity with the principles under the Communiqué on Material Events Disclosure in force, issued by the Capital Markets Board, that they fully reflect the information obtained by us on such matter(s), that the information disclosed is in conformity with our books, records and documents, that we have shown due efforts to obtain the relevant information fully and accurately, and that we are fully liable due to these disclosures.

REPUBLIC OF TURKEY MINISTRY OF TRADE - GENERAL
DIRECTORATE OF DOMESTIC TRADE
Date: 01/03/2022
Number: E- 50035491-431.02-00072383775

(logo)

REPUBLIC OF TURKEY
MINISTRY OF TRADE
General Directorate of Domestic Trade

Number : E-50035491-431.02-00072383775
Subject : Amendment to the Articles of Association

TO: HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ
100.Yıl Mah. 2264.Sok. No:1
Bağcılar/ İSTANBUL

Ref. : Your letter dated 22.02.2022

Pursuant to the provision of article 333 of the Turkish Commercial Code No. 6102, it has been permitted to amend article 9 of the articles of association of your company as stated in the enclosed amendment draft, with reference to the letter of the Capital Markets Board no. 17286 dated 14.02.2022.

The proceedings of registration with the relevant trade registry directorate and announcement in the Turkish Trade Registry Gazette should be procured to be carried out for the amendment drafts, six copies of which have been attested with the seal of our General Directorate and enclosed hereto, within the due time following the date of the general assembly meeting after approval by the general assembly to be convened as per the provisions of the Code No. 6102, and in case of existence of privileged shares and infringement of the rights of such shareholders, of the special assembly meeting of privileged shareholders under article 454 of the said Code.

Kindly submitted for your information to take necessary actions.

Ahmet Can BALAK
For the Minister
Assistant Deputy General Director of Domestic
Trade

Enclosure: Amendment Draft (6 copies)

This document has been signed by secure e-signature.

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<https://www.turkiye.gov.tr/ticaret-bakanligi-ebys>

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Registered Email Address:

For further information: (QR-code)

RABİA GÖKÇEN MERT KORKMAZ

Trade Expert

Telephone No: 4494746

HÜRRİYET GAZETECİLİK VE MATBAACILIK ANONİM ŞİRKETİ
AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION

FORMER TEXT	NEW TEXT
<p>REGISTERED AND ISSUED CAPITAL ARTICLE 9: The Company has adopted 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. The Company's registered capital is TL 800,000,000 which is divided into 800,000,000 shares each having a nominal value of TL 1. The Company's issued capital is TL 592,000,000 which is fully paid up and divided into 592,000,000 shares each having a nominal value of TL 1. 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, the Board of Directors, if intends to take a decision to increase the capital, has to receive authorization of General Assembly for a new term for the previously permitted ceiling or a new ceiling, by obtaining the permit of Capital Markets Board. In case the aforementioned authorization is not granted by the General Assembly, the Board of Directors cannot make any capital increase. 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. 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. 01 March 2022 (seal)</p>	<p>REGISTERED AND ISSUED CAPITAL ARTICLE 9: The Company has adopted 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. The Company's registered capital is TL 800,000,000 which is divided into 800,000,000 shares each having a nominal value of TL 1. The Company's issued capital is TL 592,000,000 which is fully paid up and divided into 592,000,000 shares each having a nominal value of TL 1. 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, the Board of Directors, if intends to take a decision to increase the capital, has to receive authorization of General Assembly for a new term for the previously permitted ceiling or a new ceiling, by obtaining the permit of Capital Markets Board. In case the aforementioned authorization is not granted by the General Assembly, the Board of Directors cannot make any capital increase. 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. 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. 14 February 2022 (seal)</p>

Hürriyet
Gazetecilik ve Matbaacılık
Anonim Şirketi
(signature)

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.

Shares that represent the Company's capital are monitored according to dematerialization principles.

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.

Shares that represent the Company's capital are monitored according to dematerialization principles.

Hürriyet
Gazetecilik ve Matbaacılık
Anonim Şirketi
(signature)

01 March 2022
(seal)

14 February 2022
(seal)