

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF HÜRRİYET
GAZETECİLİK VE MATBAACILIK A.Ş.
DATED MARCH 31, 2023**

The Ordinary General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş. for the fiscal period from January 1, 2022 to December 31, 2022 was convened to discuss and resolve on the items on its agenda on March 31, 2023 at 11.00 AM at the address of 100. Yıl Mahallesi 2264. Sokak, No: 1, Bağcılar/Istanbul, under the supervision of the Ministry Representative Ms. Sabire Demir Elbüken, assigned by the letter no. E-90726394 431.03-00084133695 dated 30.03.2023 of the Istanbul Governorship Provincial Directorate of Trade of the Republic of Türkiye.

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. 10786, dated March 9, 2023, on the Public Disclosure Platform, on the Company's Corporate Website at www.hurriyetkurumsal.com, and on the E-General Assembly System of the Central Securities Depository of Türkiye (MKK).

It was identified from review of the List of Attendees that out of 592,000,000 shares representing the Company's capital of TRY 592,000,000, a total of 483,351,598.524 shares were represented, 480,750,775.524 of which were represented by proxy and 2,600,823 of which were acting as principal, and thus, the minimum meeting quorum was met as required by the Code and the Articles of Association. It was identified that the Board Members Mr. Mehmet Koray Yanç and Mr. Orhan Kırca, and the Representative of the Independent Audit Firm Mr. İsmail Arda were present, and that no objection was made.

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

The Ministry Representative made an explanation on the form of voting, and stated that, provided that the electronic vote counting provisions contained both in the Code 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 media 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. Semih Metin was proposed to be the Chairman of the Meeting, İnan Yıldız was proposed to be the Vote Collector, and Zeynep Selin Çetin was proposed to be the Meeting Clerk, and since there were no other proposals and suggestions, this proposal was put to vote both in physical and electronic media at the same time. Upon the voting, the proposal was accepted unanimously.
2. The authorization of the Meeting Council to sign the Meeting Minutes was put to vote and the Meeting Council was granted the authority to sign the Minutes of the General Assembly Meeting unanimously.
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. in relation to this agenda item, it was notified that the Activity Report of the Board of Directors for the fiscal period from January 1, 2022 to December 31, 2022 has been disclosed to the public and made available for examination of the shareholders, on March 9, 2023, 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, the proposal was accepted by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 dissenting votes.

Dissenting Opinion by Doğukan DÜNMEZ: What is the capital of Hürriyet Invest and Demirören Medya International and other affiliates? How will the printing houses that are closed be utilized? What actions will be taken? How will the land and immovable properties be utilized?

Mahmut SERTTAŞ, the Company's authorized signatory: We can provide a detailed written explanation about the questions. We provided an explanation on the Public Disclosure Platform in relation to cessation of activity. In addition, a public disclosure will be made on these issues in case a Board Resolution is taken.

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, 2022 to December 31, 2022 was approved by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 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, 2022 to December 31, 2022 has been disclosed to the public and made available for examination of the shareholders on March 9, 2023, 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 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. Upon the voting, the proposal was accepted unanimously. The Opinion of the Independent Audit Firm was deemed to have been read.

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 unanimously.

5. The Chairman of the Meeting gave the information that the Financial Statements for the fiscal period from January 1, 2022 to December 31, 2022 have been disclosed to the public and made available for examination of the shareholders on March 9, 2023, 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 www.hurriyetkurumsal.com, and on the Electronic 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, and 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, the proposal was accepted by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 dissenting votes. It was deemed to have been read.

Dissenting Opinion by Doğukan DÜNMEZ: Shareholders are upset by the fact that the balance sheet is constantly reporting losses. Why does the Balance Sheet constantly report losses? Why the intended profitability cannot be achieved? Why does the management not display the necessary sensitivity? Shares don't gain value on the Stock Exchange as they deserve. Here I am calling out to the main shareholder Demirören Medya Yatırımları ve Ticaret A.Ş. and the Board of Directors, and I request them to take actions on these issues. Why does the company not make buybacks? I want to be informed in this regard.

Mahmut SERTTAŞ, the Company's authorized signatory: There is no resolution taken by our Board of Directors in relation to buyback. The Balance Sheets for the operating period 2022 report profits. The Board of Directors takes actions regarding cost optimization. Results of the actions taken will be seen in the future.

The 5th item of the Agenda was discussed, and approved by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 dissenting votes.

6. Individual release of the Board Members Yıldırım Demirören, Meltem Demirören, 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, 2022 to December 31, 2022, was submitted to the approval of the General Assembly, and each of the Board Members was individually released by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 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 A.Ş. on not to distribute dividend.

The following proposals of the Board of Directors were put to vote:

“According to the Consolidated Financial Statements for the fiscal period from 01.01.2020 to 31.12.2020 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 "Communiqué on Principles of Financial Reporting in Capital Markets" ("II-14.1") of CMB, and of which principles for presentation have been determined pursuant to the Decisions of CMB in this regard, and which have undergone an independent audit; a "Net Loss for the Period" in the amount of 117,771,033 Turkish Liras 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 when "Losses from Previous Years" in the amount of (433,348,804) Turkish Liras, calculated as per the CMB Profit Share Guide announced in CMB'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 01.01.2020 to 31.12.2020 in accordance with CMB's regulations on dividend distribution, and we hereby propose that the shareholders be notified in this regard and this circumstance be submitted to the approval of the General Assembly;

In our financial records for the fiscal period from 01.01.2020 to 31.12.2020, kept under the Tax Legislation and according to the Uniform Chart of Accounts published by the Ministry of Finance of the Republic of Türkiye, a "Loss for the Period" of TRY (320,126,175.31) occurred, and we hereby propose that this amount be transferred to the 'Losses From Previous Years' account; and in addition, pursuant to provision of sub-paragraph 1-e of Article 5 of the Corporate Tax Law No. 5520, TRY 33,666,169.07 from the aforementioned sales of real estates 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 we hereby propose that this amount be transferred to the "Extraordinary Reserves" account and that this circumstance be submitted to the approval of the General Assembly".

Proposal of the Board of Directors not to distribute dividend was accepted by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 dissenting votes.

Dissenting Opinion by Doğukan DÜNMEZ: A resolution regarding dividend distribution has not been taken in the Company for a long time. Why no dividend distribution or buyback? The Company must cover the losses of investors. I request for the making of dividend distributions or buybacks. I request for an explanation in this regard, and I don't accept those explanations made previously.

Mahmut SERTTAŞ, the Company's authorized signatory: We have no comment in this regard, apart from the explanations we have provided previously.

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, 9,622,506 Turkish Liras in total were paid to the Company's Board Members with executive function (including the attendance fee determined by the General Assembly) and to Senior Managers in the fiscal period from January 1, 2022 to December 31, 2022.

9. It was identified that, in accordance with the principles determined pursuant to Turkish Commercial Code, Capital Markets Law and 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, 2023 to December 31, 2023 and to perform other relevant activities, and it was unanimously resolved 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 Company's Information Disclosure Policy 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 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 Company's Information Disclosure Policy be deemed to have been read. The approval was given by majority of votes, with 480,750,776.524 affirmative votes against 2,600,822 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, 2023 to December 31, 2023 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. Upon the voting, the proposal was accepted unanimously.
12. It was unanimously resolved 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 Turkish Commercial Code, Capital Markets Law, Capital Markets 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 483,351,597.524 affirmative votes against 1 dissenting vote.
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 in the total amount of 109,083 Turkish Liras in the fiscal period from

January 1, 2022 to December 31, 2022, 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.

As it was understood that no other points remained in the agenda, the wishes and requests were asked. The Company's shareholder Doğukan DÜNMEZ submitted his written proposals to the Chairman of the Meeting Committee. Mr. Semir METİN, the Chairman of the Meeting Committee, read the proposals one by one, and submitted to the approval of shareholders the issue of whether they should be included in the agenda.

The proposal no. 1, submitted by Doğukan DÜNMEZ, regarding "Distribution of 40% of the Company's profit for the period as a cash dividend", was read and put to vote in respect of whether it should be included in the agenda, and upon the voting, it was resolved not to include the written proposal no. 1 in the agenda, by majority of votes, with 2,600,822 affirmative votes against 480,750,775.524 dissenting votes. No favorable or unfavorable opinion was submitted to the Meeting Committee in this regard electronically as well.

The proposal no. 2, submitted by Doğukan DÜNMEZ, regarding "Authorizing the Board of Directors to sell the Company to various domestic and foreign purchasers, and putting this issue to vote", was read and put to vote in respect of whether it should be included in the agenda, and upon the voting, it was resolved not to include the written proposal no. 2 in the agenda, by majority of votes, with 2,600,822 affirmative votes against 480,750,775.524 dissenting votes. No favorable or unfavorable opinion was submitted to the Meeting Committee in this regard electronically as well.

The proposal no. 3, submitted by Doğukan DÜNMEZ, regarding "The Company is traded in Borsa Istanbul far below the value it deserves, and buybacks should be made to ensure that it can attain its real share value", was read and put to vote in respect of whether it should be included in the agenda, and upon the voting, it was resolved not to include the written proposal no. 3 in the agenda, by majority of votes, with 2,600,822 affirmative votes against 480,750,775.524 dissenting votes. No favorable or unfavorable opinion was submitted to the Meeting Committee in this regard electronically as well.

Since there was no other issue to be discussed in the agenda and no shareholder took the floor, the Chairman ended the meeting as of 11:51 AM.

These minutes of the General Assembly Meeting, issued on the site, were drawn up in 6 original copies, and read and signed. 31.03.2023

Representative of the Ministry
Sabire Demir Elbüken

(signature)

Vote Collector
İnan Yıldız

(signature)

Chairman of the Meeting
Semih Metin

(signature)

Meeting Clerk
Zeynep Selin Çetin

(signature)