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## PUBLIC DISCLOSURE PLATFORM (KAP)

# HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. Disclosure Regarding General Assembly Procedures



MERKEZİ KAYIT  
İSTANBUL

## Disclosure Regarding General Assembly Procedures

Summary Information	Call for Extraordinary General Assembly Meeting
Is the Disclosure an Update?	No
Is the Disclosure a Correction?	No
Is the Disclosure a Deferred Disclosure?	No

### Call for a General Assembly Meeting

General Assembly Type	Extraordinary General Assembly Meeting
Resolution Date	05.03.2024
Date of the General Assembly Meeting	29.03.2024
Time of the General Assembly Meeting	14:00
Deadline for becoming a Shareholder for Attending the General Assembly	28.03.2024
Country	Türkiye
City	İSTANBUL
District	BAĞCILAR
Address	100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul

### Agenda Items

- 1 - Opening, and formation of the Meeting Council.
- 2 - Authorization of the Meeting Council to sign the Meeting Minutes.
- 3- Determination of the number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.
- 4- Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.
- 5- Determination of the remuneration to be paid to the Board Members during their terms of office.

### Items on the Agenda regarding Exercise of Rights

None.

### 1 Documents regarding the Call for the General Assembly

<b>ANNEX: 1</b>	HGMAŞ_OGK_Çağrı Metni.pdf - Announcement Text
<b>ANNEX: 2</b>	HGMAŞ_OGK_Vekaletname Örneği.pdf - Other General Assembly Call Document
<b>ANNEX: 3</b>	HGMAŞ_OGK Bilgilendirme Dokümanı.pdf - General Assembly Information Document

### Additional Disclosures

Our company's Extraordinary General Assembly meeting will be held on Friday, March 29, 2024, at 14:00, at the Company's Headquarters address (100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul) in order to discuss and resolve on the items of the agenda. The Announcement Text of the Call for Extraordinary General Assembly, which will be published on the Turkish Trade Registry Gazette dated March 6, 2024, is also given as enclosed with this announcement. Information and documents about the Extraordinary General Assembly Meeting are also available on our corporate website at [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com).

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 this matter/these matters, that the information disclosed is in conformity with our books, records and documents, that we have shown due efforts to obtain the relevant information accurately and fully, and that we are fully liable due to these disclosures.

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**FROM THE BOARD OF DIRECTORS**  
**INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**

Our company's Extraordinary General Assembly meeting will be held on Friday, March 29, 2024, at 14:00, at the Company's Headquarters address (100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul) in order to discuss and resolve on the items of the agenda.

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 Türkiye ("MKK")**. Our shareholders or their proxies intending to attend the Extraordinary General Assembly Meeting electronically are required to hold **an Electronic Signature Certificate**.

Our shareholders intending to attend the Extraordinary 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 "Communiqué 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, 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 Türkiye) 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 Extraordinary General Assembly Meeting are not required to block their shares.**

Our shareholders intending to attend the Extraordinary 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 Extraordinary General Assembly Meeting.** The relevant list shall be used to check whether the persons physically showing up at the meeting hall to attend the Extraordinary General Assembly Meeting are shareholders or proxies of shareholders.

Provided that their rights and obligations regarding electronic attendance at the Extraordinary 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 ("CMB"), 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 that is required by CMB'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 CMB, shall be made available at the following addresses and media for examination of our shareholders, three weeks prior to the meeting date:

- Demirören Medya Center, 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul, Company Headquarters
- Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu Üzeri 15. Km 06150 Sarayköy Pursaklar / Ankara, Ankara DPC Branch
- Söğütözü Mah. 2185. Cadde No:14 Çankaya / Ankara, Ankara DMC Branch
- Umur Bey Mahallesi, Şehitler Cad. No:16/1 35230 Alsancak / İzmir, İzmir Branch
- Yenidoğan Mahallesi Girne Bulvarı No:275/A Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir / Adana, Adana DPC Branch
- Nuroğlu Mah. Organize Sanayi Bölgesi, 10. Cad, No:1 Arsin Yolu 61900 Arsin / Trabzon, Trabzon DPC Branch

The Company's corporate website on [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) , and in the Electronic General Meeting System (EGKS) of the Central Securities Depository of Türkiye (MCK).

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

Respectfully,

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**BOARD OF DIRECTORS**

**HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.**  
**(DATED MARCH 29, 2024)**  
**EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA**

1. Opening, and formation of the Meeting Council.
2. Authorization of the Meeting Council to sign the Meeting Minutes.
3. Determination of the number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.
4. Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.
5. Determination of the remuneration to be paid to the Board Members during their terms of office.

**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, at the Extraordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. to be held on Friday, March 29, 2024 at 14:00 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 formation of the Meeting Council.			
2. Authorization of the Meeting Council to sign the Meeting Minutes.			
3. Determination of the number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.			
4. Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.			
5. Determination of the remuneration to be paid to the Board Members during their terms of office.			

**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, that 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 Türkiye) 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.**  
**EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON MARCH 29, 2024, WHERE**  
**"ELECTION OF**  
**BOARD MEMBERS" WILL BE DISCUSSED**  
**INFORMATION DOCUMENT**

**INTRODUCTION**

Our company's Extraordinary General Assembly meeting will be held on Friday, March 29, 2024, at 14:00, at the Company's Headquarters address (100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul) in order to discuss and resolve on the items of the agenda.

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 CMB, shall be made available at the following addresses and media for examination of our shareholders, three weeks prior to the meeting date:

- Demirören Medya Center, 100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul, Company Headquarters
- Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu Üzeri 15. Km 06150 Sarayköy Pursaklar / Ankara, Ankara DPC Branch
- Söğütözü Mah. 2185. Cadde No:14 Çankaya / Ankara, Ankara DMC Branch
- Umur Bey Mahallesi, Şehitler Cad. No:16/1 35230 Alsancak / İzmir, İzmir Branch,
- Yenidoğan Mahallesi Girne Bulvarı No:275/A Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir / Adana, Adana DPC Branch
- Nuroğlu Mah. Organize Sanayi Bölgesi, 10. Cad, No:1 Arsin Yolu 61900 Arsin / Trabzon, Trabzon DPC Branch

The Company's corporate website on [www.hurriyetkurumsal.com](http://www.hurriyetkurumsal.com) , and in the Electronic General Meeting System (EGKS) of the Central Securities Depository of Türkiye (MKK).



## 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 Türkiye ("MKK"). Our shareholders or their proxies intending to attend the Extraordinary General Assembly Meeting electronically are required to hold **an Electronic Signature Certificate**.

Our shareholders intending to attend the Extraordinary 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 *"Communiqué 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, it shall not be possible for them to attend the Extraordinary General Assembly Meeting electronically.** Our shareholders may obtain necessary information concerning electronic attendance at the general assembly from MKK (Central Securities Depository of Türkiye) 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 Extraordinary General Assembly Meeting are not required to block their shares.**

Our shareholders intending to attend the Extraordinary 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 Extraordinary General Assembly Meeting.** The relevant list shall be used to check whether the persons physically showing up at the meeting hall to attend the Extraordinary General Assembly Meeting are shareholders or proxies of shareholders.

Provided that their rights and obligations regarding electronic attendance at the Extraordinary General Assembly Meeting are reserved; our shareholders who will not be able to attend the Extraordinary 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 ("CMB"), 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 that is required by CMB's II30.1 Communiqué and is enclosed herewith shall not in any way be accepted, as a requirement of our legal liability.**

As per Article 19 of the Articles of Association,

**“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, that 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 at 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 at 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 Customs and Trade is present at 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 at 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 at 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 at 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 at 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 Commercial Code. 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 the information of our Shareholders.

Respectfully,

**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 (TRY)</b>	<b>Share Percentage (%)</b>
Demirören Medya Yatırımları Ticaret A.Ş.	480,780,775.52	81.21
Publicly Traded Portion in Istanbul Stock Exchange, and Other	111,219,224.48	18.79
<b>TOTAL</b>	<b>592,000,000</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 EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 29, 2024**  
**AND EXPLANATIONS ON THE AGENDA**

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

**Justification:** 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 Trade who Shall Attend These Meetings ("Regulation").

**2. Authorization of the Meeting Council to sign the Meeting Minutes.**

**Justification:** The General Assembly shall authorize the Meeting Council to sign the Minutes of the General Assembly.

**3. Determination of number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.**

**Justification:** The General Assembly shall elect the board members pursuant to the provisions of TCC, regulations of CMB and the Regulation. As per Article 13 of our Articles of Association, "The company is managed and represented by a Board of Directors consisting of at minimum 7 and maximum 11 members to be elected by the General Assembly from among the shareholders. Such percentage and number of Board Members as determined by the Capital Markets Board shall be elected from among the independent member candidates. Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall govern the determination, nomination, number and qualifications, election, release and/or leave of office of the independent Board Member candidates. It is a principle to elect the Board Members from among those persons having the fundamental information on the legal principles ruling the transactions and dispositions in relation to the Company's area of activity, who are qualified and experienced in company management, who are capable of scrutinizing the financial statements and reports, and who preferably received higher education.

In accordance with the resolution no. 2024/08 dated March 5, 2024 of our Board of Directors, which was disclosed in the Istanbul Stock Exchange through KAP on March 5, 2024, Mehmet Tayfun ÖKTEM, Refik ŞENDA and Murat YAPRAK have been regarded as independent board member candidates.

4. Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.

<b>Justification:</b>	As per the Corporate Management Communiqué (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.
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5. Determination of the remuneration to be paid to the Board Members during their terms of office.

<b>Justification:</b>	Remunerations to be paid to the Board members shall be determined in accordance with the provisions of TCC, regulations of CMB, and the Regulation. As per Article 17 of our Articles of Association, "Resolutions concerning payment of attendance fee, remuneration, and share in the annual profit, bonuses and premiums, are adopted by the General Assembly. Financial rights of Board members may vary depending on the duties, powers and responsibilities they have assumed in the Board. Capital Market Law, regulations of the Capital Markets Board and the provisions of other applicable legislation in force shall govern the determination of the financial rights to be provided to the independent board members. The Board of Directors shall determine whether any remuneration will be paid to committee chairpersons and members due to the duties they assume in committees, and, if such remuneration is to be paid, the Board shall also determine its amount and conditions.
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## 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, at the Extraordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. to be held on Friday, March 29, 2024 at 14:00 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 formation of the Meeting Council.			
2. Authorization of the Meeting Council to sign the Meeting Minutes.			
3. Determination of number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.			
4. Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.			
5. Determination of the remuneration to be paid to the Board Members during their terms of office.			

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, that 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 Türkiye) 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**



**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, at the Extraordinary General Assembly Meeting of Hürriyet Gazetecilik ve Matbaacılık A.Ş. to be held on Friday, March 29, 2024 at 14:00 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 formation of the Meeting Council.			
2. Authorization of the Meeting Council to sign the Meeting Minutes.			
3. Determination of number of Board Members and their terms of office and election of Board Members for serving for the determined terms of office.			
4. Informing the shareholders about the "Remuneration Policy" set for the Board Members and senior executives and about the payments made as per the policy, without voting and resolving on the same at the General Assembly.			
5. Determination of the remuneration to be paid to the Board Members during their terms of office.			

**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, that 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 Türkiye) 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**