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



Disclosure Regarding General Assembly Procedures

Summary Information	Disclosure on Ordinary General Assembly Meeting Registration
Is the Disclosure an Update?	Yes
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
Date of Resolution	05.03.2024
Date of the General Assembly Meeting	29.03.2024
General Assembly Time	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 in the Agenda regarding Exercise of Rights

None.

General Assembly Outcomes

Was the General Assembly Held?	Yes
General Assembly Outcomes	Our company's Extraordinary General Assembly meeting was held on Friday, March 29, 2024, at 14:00, at the Company's Headquarters address (100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul). The Extraordinary General Assembly Meeting Minutes containing the resolutions made, the List of Attendees and the CVs of the Independent Members are attached. Information and documents about the Disclosure on the Extraordinary General Assembly Meeting Outcomes are also available on our corporate website at www.hurriyetkurumsal.com .

Registration of General Assembly Resolutions

Were the General Assembly Resolutions Registered?	Yes
Registration Date	30.04.2024

Documents regarding the General Assembly Outcomes

ANNEX: 1	29032024 OGK Tutanak.pdf - Minutes
ANNEX: 2	Independent Member Resumes 2024.pdf - Other General Assembly Outcome Document
ANNEX: 3	29032024 OGK Hazirun.pdf - List of Attendees
ANNEX: 4	HURGZ Declarations of Independence 2024.pdf - Other General Assembly Outcome Document

Additional Disclosures

The outcomes of the Extraordinary General Assembly Meeting of our Company held on 29.03.2024 were registered on 30.04.2024 (today) by İstanbul Trade Registry Directorate.

We hereby declare that the above disclosures are in conformity with the principles laid out 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 made appropriate efforts to obtain the relevant information fully and accurately, and that we are fully liable for these disclosures.

MINUTES OF HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY MEETING HELD ON MARCH 29, 2024

The Extraordinary General Assembly of Hürriyet Gazetecilik ve Matbaacılık A.Ş. convened to discuss and resolve on the items on its agenda on Friday, March 29, 2024 at 14.00 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 Türkiye Governorship of İstanbul Provincial Directorate of Commerce no. E-90726394-431.03-00095413338 dated 28.03.2024.

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. 11037, dated March 6, 2024, on the Public Disclosure Platform, on our Company's Corporate Website at the address www.hurriyetkurumsal.com, and on the E-General Meeting System of the Central Securities Depository of Türkiye (MKG).

It was identified from review of the List of Attendees that from out of 592,000,000 shares representing the Company's capital of TRY 592,000,000, a total of 480,810,776.524 shares were represented, 480,780,755.524 of which were represented by proxy and 30,001 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 Executive Board Member Mr. Mehmet Koray Yanç and Independent Board Member Mr. Orhan Kırca were present and 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 Electronic 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 "MKG 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 Burçak Ildır in representation of Demirören Medya Yatırımları Ticaret A.Ş. was read to the General Assembly. Semih Metin was proposed to be the Meeting Chairman, 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 made, the proposal was accepted unanimously.
2. The Meeting Chairman was unanimously authorized to sign the General Assembly Minutes.
3. Regarding the 3rd item of the agenda related with the 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, the Meeting Chairman announced the candidates for the Board of Directors and the CVs of the candidate members were read. It was stated that the CVs will always be available to the public on the Company's corporate website at www.hurriyetkurumsal.com. The Board of Directors will consist of 8 members to serve until March 29, 2027 and
 - 3.1. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Yıldırım Demirören with T.R. ID number ** was elected as the Board Member.
 - 3.2. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Meltem Demirören with T.R. ID number ** was elected as the Board Member.
 - 3.3. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Fikret Tayfun Demirören with T.R. ID number ** was elected as the Board Member.
 - 3.4. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Mehmet Koray Yanç with T.R. ID number ** was elected as the Board Member.
 - 3.5. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Mehmet Soysal with T.R. ID number ** was elected as the Board Member.

The following was elected as Independent Members:

- 3.6. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Mehmet Tayfun Öktem with T.R. ID number ** was elected as the Board Member.
- 3.7. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Şefik Renda with T.R. ID number ** was elected as the Board Member.
- 3.8. It was decided by the majority of the votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes that Murat Yaprak with T.R. ID number ** was elected as the Board Member.

4. The "Remuneration Policy", which was previously disclosed to the public and is available on the Company's Corporate Website, was read by the Meeting Chairman. Partners were informed that the "Remuneration Policy" determined for the Board Members and Senior Executives and the payments made within the scope of this policy in the 2023 accounting period will be announced at the Ordinary General Assembly Meeting of our Company, where the independently audited Financial Statements dated 31.12.2023 will be discussed.
5. The determination of the remuneration to be paid to the Board Members due to their titles was commenced; the single written proposal regarding this agenda item, presented to the Meeting Chairman by Burçak Ildır on behalf of Demirören Medya Yatırımları Ticaret A.Ş., regarding that the Independent Board Members Mr. Şefik Renda, Mr. Mehmet Tayfun Öktem and Mr. Murat Yaprak be paid a net salary of TRY 100,000 (ONLY/ONE HUNDRED THOUSAND TURKISH LIRAS) per month for the duration of their duties, and that the other Board Members not be paid for their duties, was read and submitted for approval. This proposal was accepted by majority of votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes.

The 5th item of the agenda was discussed and the proposal that the Independent Board Members Mr. Şefik Renda, Mr. Mehmet Tayfun Öktem and Mr. Murat Yaprak be paid a net salary of TRY 100,000 (ONLY/ONE HUNDRED THOUSAND TURKISH LIRAS) per month for the duration of their duties, and that the other Board Members not be paid for their duties, was accepted by majority of votes with 480,780,756.524 affirmative votes against 30,000 dissenting votes.

Since there was no other issue to be discussed in the agenda and no shareholder took the floor for wishes and requests, the Chairman ended the meeting as of 14:24.

These minutes of the General Assembly meeting which were drawn up on the premises were drawn up in 6 original copies, and read and signed. 29.03.2024

Representative of the Ministry
Feyyaz BAL

(signature)

Meeting Chairman
Semih Metin

(signature)

Vote Collector
İnan Yıldız

(signature)

Meeting Clerk
Zeynep Selin Çetin

(signature)



Mehmet Tayfun ÖKTEM

Tayfun Öktem graduated from Darüşşafaka High School with honors in 1982 and also studied in the United States with the American Field Service (AFS) cultural exchange programs for one academic year in 1980-1981. He received his bachelor's degree from the Department of Business Administration at Boğaziçi University, Faculty of Economics and Administrative Sciences, as an honor student in 1986, and his master's degree (MBA) from the University of Minnesota (UMD), where he studied with a full scholarship, in 1988.

Also holding a Strategic Marketing Management certificate from Harvard Business School, Mr. Öktem has worked as a senior professional manager, CEO and board member with global responsibility in international and multinational companies such as Unilever, Reckitt Benckiser, Ülker International and Alliance Healthcare, both at home and abroad (in cities such as London, Prague, Riyadh and Copenhagen).

Having served as an Independent Board Member for 2 periods from 2012 to 2018 at Nokia Türkiye (Alcatel-Lucent Teletaş A.Ş.), Mr. Öktem served as the Chairman of the Board of Directors of Darüşşafaka Society for one term from 2019 to 2022. Having taken an active role especially in the Corporate Governance, Risk, Donation/Resource Development & Communication commissions during his membership of the Board of Directors, Mr. Öktem is a member of the Darüşşafaka Society High Advisory Board.

Öktem also graduated from Anadolu University in 2020 as part of the “2nd University” Program and is married with a child and speaks English and German.



Şefik RENDA

Born in İstanbul on November 6, 1956, Şefik Renda completed his middle and high school education at TED Ankara College and graduated from Boğaziçi University, Faculty of Administrative Sciences, Department of Business Administration in 1980. Immediately afterwards, he completed his military service as a Second Lieutenant at the Turkish Armed Forces General Staff. After working as Türkiye and MENEA Human Resources Director at the Hilton International İstanbul hotel chain between 1982 and 1990, he started working as the Türkiye Human Resources Director at RJ Reynolds Company in June of the same year.

In 1993, he was transferred to RJ Reynolds Company's headquarters in Geneva, Switzerland, as Türkiye and CIS & Baltics Human Resources Director. Later, with the acquisition of RJ Reynolds Company by Japan Tobacco International Company in 1996, he was appointed as Vice President of Global Supply Chain, responsible for senior directors' performance measurement, all factories and best manufacturing processes. He returned to İstanbul in 2002 and in 2005, he assumed the position of Factory Director and Chairman of the Coordination High Board at Birgi-Mefar İlaç Sanayi A.Ş. After serving as COO and Deputy Chairman of the Executive Committee from 2008 to 2012, he was appointed Chairman of the Executive Committee of the Company following the acquisition of the group by the NBGI and Ethemba Capital Consortium in June of the same year, and continued in this position until 2019.

He is married with two children.



Murat YAPRAK

Born in 1973, Murat Yaprak graduated from Kabataş Boys High School and then continued his education at Bilkent University and graduated in 1997.

Having joined Doğuş Group in 2005, Murat Yaprak was appointed as Doğuş Holding Corporate Communications and Strategic Marketing, Doğuş Automotive Corporate Communications Manager, and then, after working in and establishing different marinas in the marina services sector, which is the group's new investment, he was appointed as the Holding Department Head responsible for Doğuş Group domestic and international marinas.

He served as the D'ream Investments Director for 7 years, starting with the establishment of Doğuş Group in the food and beverage sector, which was also a new investment of the period.

Following his duties as a member of the Executive Board of Dardanel and as the General Manager responsible for 3 brands within the Dardanel Group, he is currently continuing his career at Intetra Electronics and Information Services.

Date: 29/2/2024

STATEMENT OF INDEPENDENCE

To the Board of Directors of Hürriyet Gazetecilik Ve Matbaacılık A.Ş.,

I hereby declare that, as a nominee Independent Board Member of Hürriyet Gazetecilik ve Matbaacılık A.Ş., I have the required qualifications of “independent board membership” designated by the Capital Markets Law, the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board, Resolutions of the Capital Markets Board and other legislation and the Articles of Association of your Company; and if I am elected, as soon as I become aware that I no longer have the aforementioned independence qualifications, I will immediately inform your Board of Directors, act in accordance with the decision of your Board, and resign from my office in case deemed necessary.

Respectfully submitted,

MEHMET TAYFUN ÖKTEM

(Name-Surname, Signature)

Date: 21/02/2024

STATEMENT OF INDEPENDENCE

To the Board of Directors of Hürriyet Gazetecilik Ve Matbaacılık A.Ş.,

I hereby declare that, as a nominee Independent Board Member candidate of Hürriyet Gazetecilik ve Matbaacılık A.Ş., I have the required qualifications of “independent board membership” designated by the Capital Markets Law, the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board, Resolutions of the Capital Markets Board and other legislation and the Articles of Association of your Company; and if I am elected, as soon as I become aware that I no longer have the aforementioned independence qualifications, I will immediately inform your Board of Directors, act in accordance with the Resolution of your Board, and resign from my office if it is deemed necessary.

Respectfully submitted,

(Name-Surname, Signature)

ŞEFİK RENDA

Date: 28/02/2024

STATEMENT OF INDEPENDENCE

To the Board of Directors of Hürriyet Gazetecilik Ve Matbaacılık A.Ş.,

I hereby declare that, as a nominee Independent Board Member candidate of Hürriyet Gazetecilik ve Matbaacılık A.Ş., I have the required qualifications of “independent board membership” designated by the Capital Markets Law, the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board, Resolutions of the Capital Markets Board and other legislation and the Articles of Association of your Company; and if I am elected, as soon as I become aware that I no longer have the aforementioned independence qualifications, I will immediately inform your Board of Directors, act in accordance with the Resolution of your Board, and resign from my office if it is deemed necessary.

Respectfully submitted,

Murat YAPRAK

(Name-Surname, Signature)