

Publication date and time on Public Disclosure Platform (KAP): 08.03.2023
7:44:03 p.m.
<https://www.kap.org.tr/tr/Bildirim/1121981>



PUBLIC DISCLOSURE PLATFORM (KAP)

HÜRRİYET GAZETECİLİK VE MATBAACILIK A.Ş. Corporate Governance Information Form 2022- Annual Disclosure

Summary Information

2022 Corporate Governance Information Form on the Activities of 2022



1. SHAREHOLDERS

Relevant Companies



Relevant Funds



1. SHAREHOLDERS	
1.1. Facilitation of the Exercise of Shareholding Rights	
Number of investor conferences and meetings held by the company throughout the year	0
1.2. Right to Obtain Information and to Examine	
Number of requests for a private auditor	No request was made within the period for the appointment of a private auditor.
Number of requests for a private auditor accepted during the general assembly meeting	None.
1.3. General Assembly	
Link to the PDP announcement where the information requested under the Principle no. 1.3.1 (a-d) was announced	https://www.kap.org.tr/tr/Bildirim/1008589
Whether or not documents related to the general assembly meeting are also presented in English, along with their Turkish versions	The documents are also shared in English on our corporate website. https://www.hurriyetkurumsal.com/investor-relations/general-meetings/?lang=en
Links to the KAP announcements related to those transactions where there is no approval by a majority of independent members or unanimity by those who attended, under the Principle no. 1.3.9	No such transaction was carried out in 2022.
Links to the PDP announcements related to the relevant party transactions carried out under Article 9 of the Corporate Governance Communiqué no. (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1048913
Links to the PDP announcements related to the common and continuous transactions carried out under Article 10 of the Corporate Governance Communiqué no. (II-17.1)	No such transaction was carried out in 2022.
The name of the section on the Company's corporate website where the policy on donations and aid is found	Corporate Governance / Donations and Aid Policy
Link to the PDP announcement containing the minutes of the general assembly where the policy on donations and aid was adopted	https://www.kap.org.tr/tr/Bildirim/671396-Genel Kurul Tutanağı Madde 12
Number of the article in the articles of association setting forth the attendance of beneficiaries to the general assembly	Article 19
Information on beneficiaries who attended the general assembly	https://www.kap.org.tr/tr/Bildirim/1014724
1.4. Voting Rights	
Whether or not there are any preference shares in relation to voting rights	No
If there are any preference shares in relation to voting rights, holders of preference shares and their voting percentage	-
Shareholding percentage of the largest shareholder	81.21%

1.5. Minority Rights

Whether or not the scope of minority rights was extended in the company's articles of association (in terms of content or percentage)

No

If the scope of minority rights was extended in terms of content and percentage, please specify the number of the relevant article of the articles of association.

-

1.6. Right to Dividend

The name of the section on the corporate website where the dividend distribution policy is found

Corporate Governance / Dividend Distribution Policy

In the case that the board of directors makes a proposal to the general assembly not to distribute dividends, the text of the minutes in relation to the general assembly agenda item specifying the reasons for this and the method of using the profit not distributed

<https://www.kap.org.tr/tr/Bildirim/1014724-GenelKurulTutanağıMadde7>

In the event that the board of directors makes a proposal to the general assembly not to distribute dividends, link to the PDP announcement containing the relevant minutes of the general assembly

<https://www.kap.org.tr/tr/Bildirim/1014734>

General Assembly Meetings

Date of General Assembly Meeting	Number of additional requests for explanation sent to the company in relation to the agenda of the general assembly	Percentage of attendance of shareholders to the general assembly	Percentage of shares represented by acting as principal	Percentage of shares represented by proxy	Name of the section on the company's corporate website where the minutes of the general assembly meetings are found together with the affirmative and dissenting votes indicated in relation to each agenda item	Name of the section on the company's corporate website where all the questions asked at the general assembly meeting and the answers given to them are found	The number of the article or paragraph of the minutes of the general assembly meeting concerning related parties	Number of persons notifying the board of directors who are entitled to privileged access to shareholding information (list of insiders)	Link to the general assembly notice published on PDP
31/03/2022	0	81.3%	0.08%	99.92%	Investor Relations / General Assembly Meetings	Investor Relations / General Assembly Meetings	-	34	https://www.kap.org.tr/tr/Bildirim/1014724

2. PUBLIC DISCLOSURE AND TRANSPARENCY

2. PUBLIC DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Names of the sections on the corporate website where the information required by the corporate governance principle no. 2.1.1 is found	Investor Relations / Basic Information / Registry Information - Corporate / Shareholding Structure - Corporate / Organization - Corporate Governance / Minority and Preference Shares - Corporate Governance / Trade Registry Gazettes - Corporate Governance / Articles of Association - Investor Relations / Material Events Disclosures - Investor Relations / Financial Reports - Investor Relations / General Assembly Meetings - Corporate Governance / Dividend Distribution Policy - Corporate Governance / Information Policy - Corporate Governance / Ethical Rules - Investor Relations / Frequently Asked Questions
The section on the corporate website where the list of those natural person shareholders directly or indirectly holding more than 5% of the shares is found	Corporate / Shareholding Structure / Natural and Legal Persons Holding Share in the Capital Indirectly
Languages in which the corporate website is prepared	Turkish/English
2.2. Annual (Activity) Report	
Page numbers or section names in the annual report where the information specified in the corporate governance principle no. 2.2.2 is found	
a) Page number or section name where the offices held by board members and executives outside the company and declarations of independence of members are found	Article 1.G. Information on the Management Body, Senior Executives and Number of Personnel
b) Page numbers or section names containing the information on the committees formed within the Board of Directors	Article 1.G. Board of Directors and the Committees
c) Page number or section name of the information on the number of meetings of the board of directors held within the year, and the attendance of members at the meetings	Article 1.G. Board of Directors and the Committees

2. PUBLIC DISCLOSURE AND TRANSPARENCY

ç) Page number or section name of the information on amendments to the legislation which might significantly affect the Company's activities	None.
d) Page number or section name of the information on significant lawsuits filed against the Company and the possible consequences thereof	4.H
e) Page number or section name of the information on conflicts of interest between the Company and the organizations from which it receives services, such as investment consultancy and rating services, and on measures taken to prevent such conflicts of interest	Article 8 Other Issues
f) Page number or section name of the information on the cross-shareholdings where the percentage of direct participation in the capital exceeds 5%	There is no cross-shareholding relationship in our Company's capital
g) Page number or name of the section of the information on corporate social responsibility activities in relation to benefits and occupational training of employees and other company activities bearing social and environmental consequences	Article 8.A Personnel and Employee Movements, Collective Bargaining Implementations, and Rights and Benefits Granted to Personnel and Employees / Human Resources

3. BENEFICIARIES

3. BENEFICIARIES	
3.1. Company Policy on Beneficiaries	
The name of the section on the corporate website where the compensation policy is found	Corporate Governance / Compensation Policy
Number of judicial decisions finalized against the Company due to the breach of rights of employees	31
Title of the official responsible for the reporting mechanism	Members of Corporate Governance Committee or the Audit Committee or those persons authorized to give information within the framework of the Company's Information Policy (Corporate Website / Corporate Governance / Information Policy)
Information on access to the Company's reporting mechanism	Access to the relevant officials is possible via the phone number 0 (212) 677 00 00.
3.2. Supporting the Beneficiaries to Join in Company's Management	
Name of the section on the corporate website where internal regulations on the participation of employees in management bodies are found	None.
Management bodies where employees are represented	None.
3.3. Company's Human Resources Policy	
Role of the board of directors in development of a succession plan for key manager positions	The succession planning for key manager positions is prepared by the human resources department.
Name of the section on the corporate website where the human resources policy containing the criteria for equal opportunities and personnel recruitment is found, or a summary of the relevant articles of the policy	Human Resources / Human Resources Policy
Whether or not there is an employee stock ownership programme	There is not an employee stock ownership program
Name of the section on the corporate website where the human resources policy containing measures aimed at the prevention of discrimination and mistreatment is found, or a summary of the relevant articles of the policy	Human Resources / Human Resources Policy

Number of judicial decisions finalized against the company due to liability for occupational accidents	None.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website where the ethical rules policy is found	Corporate Governance / Ethical Rules
Name of the section on the corporate website where the corporate social responsibility report is found If there is no corporate social responsibility report, measures taken on environmental, social and corporate governance issues	This complies with the regulations and ethical rules in relation to the environment, consumers and public health. The company supports and respects internationally recognized human rights. "Publishing Principles" have been adopted separately both in printed media and in visual/audial media business lines, and it is possible to access these Principles on the Corporate Website via the "Values and Publication Principles" tab.
Measures taken against corruption, including extortion and bribery	Efforts to formulate a reporting mechanism and internal control system within the scope of fighting corruption are ongoing.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Operating Principles of the Board of Directors	
Date of the last performance evaluation of the board of directors	None.
Whether or not independent experts were used in the performance evaluation of the board of directors	No
Whether or not all board members were released	Yes
Names of board members who were authorized through division of duties and the scope of these powers	Yıldırım Demirören - Chairman of the Board of Directors, Meltem Oktay - Deputy Chairman of the Board of Directors
Number of reports submitted by the internal control department to the audit committee or to other relevant committees	None.
Name of the section or page number in the annual report containing the assessment related to effectiveness of the internal control system	Risks and Assessments of the Board of Directors
Name of the Chairman of the Board of Directors	Yıldırım Demirören
Name of the chief executive officer / general manager	Mehmet Koray Yanç (Executive Member)
Link to the PDP announcement where the reason was given for the fact that the Chairman of the Board of Directors and the chief executive officer/general manager is the same person	They are not the same person.
Link to the PDP announcement regarding the fact that damages to be caused to the Company by board members due to their faults during their tenure were insured at an amount exceeding 25% of the company's capital	There is no insurance policy.
Name of the section on the corporate website giving information on the diversity policy aimed at increasing the percentage of female board members	1.G.1 The Board of Directors and Committees / Corporate Governance Committee
Number and percentage of female members	1 and 14%

Structure of the Board of Directors

Full Name of the Board Member	Executive Status	Independent Membership Status	Date of First Election to the Board of Directors	Link to the PDP Announcement of Declaration of Independence	Whether or not the Independent Member was Evaluated by the Nomination Committee	Whether or not they are a Member who Lost their Independent Status	Whether the Member Has At Least 5 Years' Experience in Audit, Accounting and/or Finance
YILDIRIM DEMİRÖREN	Non-executive	Not independent director	06/06/2018	-	Not applicable	Not applicable	Not applicable
MELTEM OKTAY	Non-executive	Not independent director	06/06/2018	-	Not applicable	Not applicable	Not applicable
FİKRET TAYFUN DEMİRÖREN	Non-executive	Not independent director	06/06/2018	-	Not applicable	Not applicable	Not applicable
MEHMET KORAY YANÇ	Executive	Not independent director	16/07/2018	-	Not applicable	Not applicable	Not applicable
MEHMET SOYSAL	Non-executive	Not independent director	06/06/2018	-	Not applicable	Not applicable	Not applicable
ALAATTİN AYKAÇ	Non-executive	Independent director	06/06/2018	https://www.kap.org.tr/tr/Bildirim/916426	Considered	No	Not applicable
ORHAN KIRCA	Non-executive	Independent director	06/06/2018	https://www.kap.org.tr/tr/Bildirim/916426	Considered	No	Not applicable

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Form of Meetings of the Board of Directors	
Number of board meetings held physically or electronically during the reporting period	24
Average attendance rate at board meetings	80.95%
Whether or not an electronic portal is used to facilitate the works of the board of directors	No
How many days in advance of the meeting information and documents are presented to members, pursuant to the operating principles of the board of directors	7
Name of the section on the corporate website where information on the internal regulations setting forth the method of holding of the meetings of the board of directors is found	Corporate Governance / Articles of Association
The upper limit determined by the policy limiting engagement of members in other duties outside the Company	Engagement of the Company's board members in other duty or duties outside the Company was subjected to certain rules pursuant to Article 14 of the Company's articles of association.
4.5. Committees Formed Within the Board of Directors	
Page numbers or section names of the annual report where information on board committees is presented	1.G.1 Board of Directors and the Committees
Link to the PDP announcement where the operating principles of the committees were announced	Operating Principles of the Committees are found on our corporate website (Corporate / Committees)

Committees of the Board of Directors-I

Names of the Committees of the Board of Directors	Name of the Committee Indicated as "Other" in the First Column	Full Name of Committee Members	Committee Chairman Status	Board Membership Status
Audit Committee		Alaattin Aykaç	Yes	Board member
Audit Committee		Orhan Kırca	No	Board member
Corporate Governance Committee		Alaattin Aykaç	Yes	Board member
Corporate Governance Committee		Orhan Kırca	No	Board member
Corporate Governance Committee		Elif Karaman Özcan	No	Not board member
Committee for Early Detection of Risk		Alaattin Aykaç	Yes	Board member
Committee for Early Detection of Risk		Hüseyin Emrah Kurtoglu	No	Not board member
Committee for Early Detection of Risk		Mahmut Serttaş	No	Not board member

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Committees Formed Within the Board of Directors-II	
Specify the section of the annual report or corporate website where information on the activities of the audit committee is given (page number or name of the section)	Annual Report / 1G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Working Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee for Early Detection of Risk
Specify the section of the annual report or corporate website where information on the activities of the corporate governance committee is given (page number or name of the section)	Annual Report / 1G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Working Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee for Early Detection of Risk
Specify the section of the annual report or corporate website where information on the activities of the nomination committee is given (page number or name of the section)	Annual Report / 1G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Working Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee for Early Detection of Risk. The Corporate Governance Committee has also undertaken the duties of the Nomination Committee as set forth by the "Corporate Governance Communiqué" no. (II-17.1).
Specify the section of the annual report or corporate website where information on the activities of the Committee for Early Detection of Risk is given (page number or name of the section)	Annual Report / 1G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Working Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee for Early Detection of Risk

Specify the section of the annual report or corporate website where information on the activities of the Remuneration Committee is given (page number or name of the section)	Annual Report / 1G.1 The Board of Directors and Committees / Evaluation of the Board of Directors in Relation to the Working Principles and Efficiency of the Audit Committee, the Corporate Governance Committee and the Committee for Early Detection of Risk. The Corporate Governance Committee has also undertaken the duties of the Nomination Committee as set forth by the "Corporate Governance Communiqué" no. (II-17.1).
4.6. Financial Rights Granted to Board Members and Administrative Managers	
Page numbers or section names of the annual report where information about operational and financial performance targets and whether they have been achieved or not	4.A. The Company's Field and Sector of its Activities and its Position in this Sector
Name of the section of the corporate website where the remuneration policy for executive and non-executive members is found	Corporate Governance / Remuneration Policy
Page number or name of the section of the annual report where the remunerations given and all other benefits granted to board members and administrative managers are specified	2. Financial Rights Granted to Board Members and Senior Executives

Committees of the Board of Directors-II

Names of the Committees of the Board of Directors	Name of the Committee Indicated as "Other" in the First Column	Percentage of Non-Executive Directors	Percentage of Independent Members of the Committee	Number of Physical Meetings Held by the Committee	Number of Reports Submitted by the Committee to the Board of Directors on Its Activities
Audit Committee		100%	100%	4	5
Corporate Governance Committee		67%	67%	4	4
Committee for Early Detection of Risk		67%	33%	6	6