

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

Our company's Ordinary General Assembly meeting will be held on Friday, March 28, 2025, 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 participate in the Ordinary General Assembly Meeting electronically are required to hold **an Electronic Signature Certificate**.

Our shareholders intending to attend the Ordinary 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 "Communique 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, they will not be able to attend the General Assembly Meeting electronically.** Our shareholders may obtain the necessary information concerning electronic attendance at the general assembly from MKK and/or from MKK's website at "[www.mkk.com.tr](http://www.mkk.com.tr)".

Pursuant to Article 415(4) of TCC No. 6102 and Article 30(1) 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 Ordinary General Assembly Meeting are not required to block their shares.**

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

With their rights and obligations regarding electronic attendance at the Ordinary General Assembly Meeting being reserved; our shareholders who will not be able to attend the 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 "Communique on Casting Vote 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 required by CMB's II-30.1 Communique and 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 SPK, shall be made available at the following addresses for examination of our shareholders, three weeks prior to the meeting date:

- Company Headquarters at the address of Demirören Medya Center, 100. Yıl Mahallesi, 2264. Sokak No:1 Bağcılar / İstanbul,
- Ankara DPC Branch at the address of Osmangazi Mahallesi, Özal Bulvarı, No:120, Esenboğa Yolu Üzeri 15. Km 06150 Sarayköy Pursaklar / Ankara,
- Ankara DMC Branch at the address of Söğütözü Mah. 2185. Cadde No:14 Çankaya / Ankara,
- İzmir Branch at the address of Çınarlı Mah. Anadolu Cad. No:19/1 İzkale Line Binası Kat: 5 İçkapı No: 54 Konak / İzmir,
- Adana DPC Branch at the address of Yenidoğan Mahallesi Girne Bulvarı No:275/A Adana-Ceyhan Karayolu 5. Km. 01260 Yüreğir / Adana,
- Trabzon DPC Branch at the address of Nuroğlu Mah. Organize Sanayi Bölgesi, 10. Cad, No:1 Arsin Yolu 61900 Arsin / Trabzon.

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 (MKG).

The foregoing is hereby submitted for our Esteemed Shareholders' information.

Respectfully,

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

**MINUTES OF THE ORDINARY MEETING OF THE GENERAL ASSEMBLY OF HÜRRİYET  
GAZETECİLİK VE MATBAACILIK A.Ş. DATED MARCH 28, 2025**

1. Opening, and formation of the Meeting Council.
2. Authorizing the Meeting Council to sign the Meeting Minutes.
3. Reading and discussing the Board of Directors Annual Report pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting it for approval.
4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting it for approval.
5. Reading and discussing the Financial Statements pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting them for approval.
6. Releasing the Board Members and managers, individually with respect to the activities, transactions and accounts for the fiscal period from January 1, 2024 to December 31, 2024.
7. Reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends as per Hürriyet Gazetecilik ve Matbaacılık A.Ş.'s (the "Company") "Dividend Distribution Policy".
8. 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.
9. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.
10. Discussing and submitting for approval the setting of the upper limit for aid and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the Ordinary General Assembly Meeting where the activities and accounts of the fiscal period from January 1, 2025 to December 31, 2025 will be discussed.
11. Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.
12. Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.

13. Informing the shareholders of the 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, of 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, without voting and resolving on the same at the General Assembly.
14. Providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from January 1, 2024 to December 31, 2024, within the framework of the Capital Market Legislation and related regulations, without putting it to vote and deciding upon it in the General Assembly.
15. Informing the shareholders of the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and surety-ships provided in favor of third parties, without voting and resolving on the same at the General Assembly.

**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, in the Ordinary General Assembly Meeting of  
Hürriyet Gazetecilik ve Matbaacılık A.Ş. to be held on Friday, March 28, 2025 at 14:00 at the address  
100. Yıl Mahallesi 2264. Sokak No:1 Bağcılar/İstanbul.

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 votes based on his/her own view.
- b) The proxy is authorized to cast votes based on the proposals of the company's management.
- c) The proxy is authorized to cast votes 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 (*)	Acceptance	Rejection	Dissenting Opinion
1. Opening, and formation of the Meeting Council.			
2. Authorizing the Meeting Council to sign the Meeting Minutes.			
3. Reading and discussing the Board of Directors Annual Report pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting it for approval.			

4. Reading and discussing the Opinion of the Independent Audit Firm pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting it for approval.			
5. Reading and discussing the Financial Statements pertaining to the fiscal period from January 1, 2024 to December 31, 2024, and submitting them for approval.			
6. Releasing the Board Members and managers, individually with respect to the activities, transactions and accounts for the fiscal period from January 1, 2024 to December 31, 2024.			
7. Reading, discussing and submitting for approval the proposal of the Board of Directors not to distribute dividends as per Hürriyet Gazetecilik ve Matbaacılık A.Ş.'s (the "Company") "Dividend Distribution Policy".			
8. 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.			
9. Discussing and submitting for approval the proposal of the Board of Directors concerning the selection of an Independent Auditing Firm within the scope of the Turkish Commercial Code and the regulations of the Capital Markets Board.			

<p><b>10.</b> Discussing and submitting for approval the setting of the upper limit for aid and donations and authorization of the Board of Directors, as per the Company's Articles of Association, until the Ordinary General Assembly Meeting where the activities and accounts of the fiscal period from January 1, 2025 to December 31, 2025 will be discussed.</p>			
<p><b>11.</b> Discussing and presenting for approval the authorization of the Board of Directors with respect to distribution of advance on dividends, limited to the amount allowed under the Turkish Commercial Code, Capital Market Law, Capital Market Legislation and the related legislation, as well as the determination of the time and conditions of such distribution, in line with the Company's Articles of Association.</p>			
<p><b>12.</b> Submission to the approval of the shareholders of the matter regarding the authorization of the Board Members to perform the acts and transactions set out under articles 395 and 396 of the Turkish Commercial Code.</p>			
<p><b>13.</b> Informing the shareholders of the 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, of 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</p>			

dealing with the same line of business, without voting and resolving on the same at the General Assembly.			
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14. Providing information on donations made for the purposes of social aid, to foundations, associations and public agencies and institutions, in the Company's fiscal period from January 1, 2024 to December 31, 2024, within the framework of the Capital Market Legislation and related regulations, without putting it to vote and deciding upon it in the General Assembly.			
15. Informing the shareholders of the fact that no revenue or benefit has been obtained from securities, pledges, mortgages and suretyships provided in favor of third parties, without voting and resolving on the same at the General Assembly.			

**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 votes 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 votes based on his/her own view.
- b) The proxy is not authorized for representation in these matters.
- c) The proxy is authorized to cast votes 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**