

**ANNOUNCEMENT FROM KOÇ HOLDİNG A.Ş. BOARD OF DIRECTORS ON THE  
EXTRAORDINARY GENERAL ASSEMBLY**

Koç Holding's 2008 Extraordinary General Assembly Meeting shall be held on June 30, 2008 at 15:00 at Koç Holding headquarters located at Aziz Bey Sok No.1 Kuzguncuk - Üsküdar, Istanbul.

Our shareholders, whose shares have been registered as per the arrangements of the Central Registry Agency (CRA), will be entitled to attend the General Assembly with entrance cards which they can obtain upon registering their names in the General Assembly Blockage List as per CRA arrangements. Shareholders who fail to register themselves in the Blockage List at CRA are, by law, not permitted to attend the meeting.

Our shareholders who fail to register their shares shall not be entitled to exercise their shareholder rights as they will not be entitled to attend the General Assembly Meetings until they get their shares registered as per the Capital Markets Regulation, Provisional Article 6. Applications submitted for attending the General Assembly Meeting by investors who fail to have their shares registered can only be considered after the registry of their shares.

Shareholders who will be unable to attend the meeting in person can exercise their voting rights by appointing proxies by completing the proxy form, which is available at our Company headquarters as well as our company website [www.koc.com.tr](http://www.koc.com.tr), to fulfill the other requirements stipulated by Communiqué Series IV, No.8 of the Capital Markets Board and to submit the notarized proxy form to the Company's headquarters so that they through attorneys.

Vote by open ballots shall be employed through the raising of hands in voting the Agenda Articles at the General Assembly Meeting.

The Merger Contract, last three years' independent audit reports and annual reports of the companies subject to the merger, the independent audit reports on the financial statements that form the basis of the merger, expert report, independent auditor's report, the Board of Directors report on the legal and financial reasons for the merger, merger announcement, the latest interim quarterly financial statements, the projected financial statements that include our three-year targets following the merger and the post-merger projected financial statements shall be available at the Company's headquarters starting from 30 days before the General Assembly date. The merger announcement and relevant supplements will be available on the Company web site [www.koc.com.tr](http://www.koc.com.tr) for examination by the shareholders.

All stakeholders and the media (press-broadcast organs) are invited to our General Assembly Meeting.

## EXTRAORDINARY GENERAL ASSEMBLY AGENDA

1. Opening and Election of the Presiding Committee
2. Resolution on the proposed the merger of Kav Danışmanlık Pazarlama ve Ticaret A.Ş. ('Kavpa') into Koç Holding A.Ş. as a whole, in line with Article 451 of the Turkish Commercial Code and Articles 18-20 of the Corporate Tax Law, with all its assets and liabilities as of 31 December 2007 and approval of the Merger Agreement.
3. Resolution on the increase of Koç Holding's paid-in capital from YTL 2,007,555,000 to YTL 2,012,617,500 due to the merger and the amendment to our Articles of Association Clause number 8. entitled "Capitalization" and the provisional article.
4. Signing of the General Assembly Meeting minutes by the Presiding Committee and issuing authorization that this will suffice.
5. Requests.