

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF KOÇ HOLDİNG FOR
2003**

1. Opening of the General Assembly and Election of the Chair.
2. Reading of and deliberations on the report of the Board of Directors and the report of Auditors and the report of the Independent External Audit Company Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member of PriceWaterhouseCoopers) on the activities and accounts of the year 2002.
3. Deliberations on and approval or rejection of the Balance Sheet and the Income Statement for the year 2002.
4. Discharge from liability of the members of the Board of Directors and the Auditor in respect of the duties performed during the year 2002.
5. Approval, approval after modification or rejection of the proposal by the Board of Directors for the distribution of dividends out of the earnings of the year 2002 and the date of said distribution.
6. Re-election or replacement of the members of the Board of Directors whose term of office has expired and determination of the number of the members of the Board of Directors and of the length of their term of office.
7. Election of the principal and substitute Auditors whose term of office has expired.
8. Determination of the compensation for the President and members of the Board of Directors and the Auditors.
9. Proposal to grant permission to the President and members of the Board of Directors to perform the transactions set forth in Sections 334 and 335 of the Turkish Commercial Code.
10. Proposal to grant authority to the Chair to sign the minutes of the General Assembly.
11. Requests.