

AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF KOÇ HOLDİNG FOR 2004

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 independent audit 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 2003.
3. Deliberations on and approval or rejection of the financial statements for the year 2003.
4. Discharge from liability of the members of the Board of Directors and the Auditor in respect of the duties performed during the year 2003.
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 2003 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 reserve Auditors whose term of office has expired.
8. Determination of the compensation for the President and members of the Board of Directors and Auditors.
9. Approval of the Board of Directors' selection of an Independent Audit Company pursuant to the Regulation on Capital Markets Independent External Audit issued by the Capital Markets Board.
10. Presentation of information to the General Assembly on the donations and support provided by the Corporation to foundations and associations in 2003 with the purpose of social responsibility.
11. 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.
12. Proposal to grant authority to the Chair to sign the minutes of the General Assembly.
13. Requests.