

**KOÇ HOLDİNG A.Ş.
ORDINARY GENERAL MEETING
INVITATION FOR SHAREHOLDERS**

From Koç Holding Board of Directors

Our Company's shareholders' Ordinary General Assembly Meeting will be held on **April 29, 2005, Friday** at **16:00** to discuss 2004 results and resolve the agenda items, at Koç Holding A.Ş. Azizbey Sok. No: 1 Nakkaştepe - Kuzguncuk İstanbul.

We kindly request our shareholders to obtain entrance cards from Koç Holding by one week before the meeting date and attend the Ordinary General Assembly Meeting personally or through a representative. Holders of bearer shares can deposit the shares with the Company or with a bank. They will be given an entry card in exchange for the deposit receipt issued by the bank.

Shareholders who will not be able to attend the meeting personally are required to complete the Proxy form. We would kindly like to remind our investors that holders of bearer shares who do not have entry cards are not allowed by law to join the meetings.

Board of Directors Report, Auditors Report, Independent External Audit Report and Balance Sheet and Income Statements for the year 2004 and the proposal regarding the distribution of net profit will be present for our shareholders' information at the headquarters of Koç Holding during the 15 days preceding the meeting and on the Company website www.koc.com.tr .

It is kindly presented for our shareholders' information.

Company headquarters: Azizbey sok. No: 1 Nakkaştepe Üsküdar-İSTANBUL

AGENDA

1. Opening and election of Presiding Committee.
2. Reading of and deliberations on the Board of Directors Report, Auditors Report and the independent audit report of Independent External Audit Company Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (a member of PricewaterhouseCoopers.), on the activities and accounts of the year 2004.
3. Discussion, approval or rejection of the Balance Sheet and the Income Statement for the year 2004.
4. Discharge from liability of the members of Board of Directors and the Auditor in respect of the duties performed during the year 2004.
5. Approval, approval after modification or rejection of Board of Director's proposal about the distribution of dividends from 2004 earnings.
6. Replacement or re-election of the Board of Directors' members whose term of office has expired; determination of the number of members and their term of office.
7. Replacement or re-election of the Auditors whose term of office has expired; determination of their term of office.
8. Determination of the annual compensation for the Chairman, members of the Board and Auditors.
9. Presentation of the information to the General Assembly on the donations and the support provided by the company to foundations and associations in 2004 with the purpose of social responsibility and decision on joining the newly established Turkish-German Businessmen Culture Association.
10. Transfer of Kav Danışmanlık Pazarlama ve Ticaret A.Ş. with all existing assets and liabilities as of 31.12.2004 as a whole to Koç Holding A.Ş.; to carry out merger procedures in line with Corporate Tax Law articles 37-39 and Turkish Commercial Code article 451 and other related articles; authorization of the Board of Directors regarding the execution of the Merger Agreement that will be submitted to the General Assembly in due course.
11. Proposal to grant permission to the Chairman and the members of the Board of Directors to perform the transactions set forth in sections 334 and 335 of the Turkish Commercial Code.

12. Authorization of the Presiding Committee to sign the meeting minutes of the General Assembly.

13. Requests.

FORM OF PROXY

To the General Assembly of Koç Holding A.Ş.

I hereby assignas my proxy to represent me, to vote, to propose offers and to sign the necessary documents, as per the views I stated below, at the Ordinary General Assembly to be held on 29 April 2004, at 16.00 at Koç Holding Azizbey sok. No: 1 Nakkaştepe – Kuzguncuk İstanbul.

A. THE SCOPE OF POWER OF REPRESENTATION

- a) The Proxy is authorized to vote on all agenda articles at his own discretion.
- b) The Proxy is authorized to vote on the agenda articles in accordance with the following instructions.
Instructions: (Special Instructions are provided.)
- c) The Proxy is authorized to vote on all agenda articles in accordance with the proposals of the Company management.
- d) On other issues that may be included in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is provided, the Proxy votes freely.)
Instructions: (Special Instructions are provided.)

B. SHARE CERTIFICATE OWNED BY SHAREHOLDER

- a) Group and Series:
- b) Number:
- c) Quantity & Nominal Value:
- d) Privileged in Voting or Not:.....
- e) Bearer/Registered:

NAME, SURNAME and TITLE OF THE SHAREHOLDER:.....

Signature:

Address:.....

Note: In Section (A), one of the alternatives of (a), (b) or (c) will be chosen, and explanations will be given for the alternatives (b) and (d).