

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

FROM BOARD OF DIRECTOR'S

Our company's Shareholders' Ordinary General Assembly Meeting is to be held on **April 24, 2006, Tuesday at 16:00 PM**, to discuss and resolve the items on the agenda, 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 and attend the Ordinary General Assembly Meeting personally or with a representative.

Shareholders who will not be able to attend the meeting personally must prepare the Proxy form according to the form given below. This form example can be obtained also from Koç Holding, Koçbank head-office or from the official website of the company (www.koc.com.tr). The signature in the proxy must be notarized and the proxy should be submitted as per the provisions of the Capital Market Board communiqué Serial: IV No: 8 issued in the Official Gazette on 09.03.1994 with number of 21872.

The shareholders, whose shares are kept in investment accounts of a Brokerage Company under Central Registry Agency, should act within the terms of "General Meeting Blockage" rules issued in 29th page of General Letter 28. attachment related to Central Registry System Business & Operation Rules published in the link http://www.mkk.com.tr/MkkComTr/tr/yayin/gen_arsiv.jsp at the website of Central Registry Agency and they should be registered to General Meeting Blockage List in order to attend General Assembly Meeting. It is presented to our shareholders' attention that attendance of the stockowners who are not registered in the Blockage List by Central Registry Agency to the meeting is not legally possible.

Board of Directors and Auditors Report, Independent External Audit Report (by Başaran Nas Serbest Muhasebeci Mali Müşavirlik -a member of PricewaterhouseCoopers), and Balance Sheet and Income Statements regarding the year of 2005, where inflationary accounting principles have not been adopted in line with the Capital Market Board communiqué Serial: XI No: 25 and its decision as of March 17, 2005, will be present for our shareholders' information in the headquarters of Koç Holding during 15 days before the meeting and in the official website of the company, www.koc.com.tr.

It is kindly presented for our shareholders' information.

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 Basaran Nas Serbest Muhasebeci Mali Msavirlik A.S. (a member of PriceWaterhouseCoopers), on the activities and accounts of the year 2005, approval Board of Directors' proposal about the Balance Sheet and the Income Statement of the year 2005, approval after modification or rejection.
3. Discharge from liability of the members of Board of Directors and the Auditor in respect of the duties performed during the year 2005.
4. Approval, approval after modification or rejection of Board of Director's proposal about the distribution of dividends out of 2005 earnings and the date of said distribution.
5. Replacement of the Board of Directors' members whose term of office has expired and the determination of the length of their term of office.
6. Election of the Auditors to be on duty until the next General Meeting to be held to discuss 2006 operations and financials
7. Determination of the annual compensation for the Chairman and members of the Board of Directors and Auditors.
8. 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 Market Board.
9. Presentation of the information to the General Assembly on the donations and the support provided by the company to foundations and associations in 2005 with the purpose of social responsibility.
10. Proposal to grant permission to the Chairman and the members of the Board of Directors to perform the transactions set fourt in sections 334 and 335 of the Turkish Commercial Code.
11. Authorisation of the Presiding Committee to sign the meeting minutes of the General Assembly.
12. Requests.

**FORM OF PROXFORM PROXY
TO THE GENERAL ASSEMBLY OF Koç Holding A.Ş.**

I assignedas 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 25.4.2006, Tuesday 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 inserted.)
- 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 put in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy votes freely.)
Instructions: (Special Instructions are inserted.)

B. SHARE CERTIFICATE OWNED BY SHAREHOLDER

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

