

**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 **May 1, 2007, Tuesday at 16:00** to discuss 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.

Shareholders who will not be able to attend the meeting personally are required to complete the Proxy form provided below. A copy of this form can also be obtained from Koç Holding, Yapı Kredi Bank head office or from our website www.koc.com.tr. The signature on the proxy form must be notarized and the form 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 deposited in investment accounts of a Brokerage Firm under Central Registry Agency, should act within the terms of "General Meeting Blockage" rules issued on Page 29 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 on the website of Central Registry Agency, and should be registered to General Meeting Blockage List in order to attend the General Assembly Meeting. It is presented to our shareholders' attention that attendance of the stock owners who are not registered in the Blockage List by Central Registry Agency to the meeting is legally not possible.

Board of Directors Report, Auditors Report, Independent External Audit Report and Balance Sheet and Income Statements for the year 2006 and the proposal regarding the distribution of net profit will be present for our shareholders' information in 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 2006, approval Board of Directors' proposal about the Balance Sheet and the Income Statement of the year 2006, 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 2006.
4. Approval, approval after modification or rejection of Board of Director's proposal about the distribution of dividends out of 2006 earnings.
5. Sharing of the Dividend Distribution Policy for the year 2007 and onwards, as per the Corporate Governance Principles.
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. 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.
10. Presentation of the information to the General Assembly on the donations and the support provided by the company to foundations and associations in 2006 with the purpose of social responsibility.
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 1 May 2007, 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 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:.....

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).