

**INFORMATION MEMORANDUM FOR  
KOÇ HOLDİNG A.Ş.  
2008 ORDINARY GENERAL ASSEMBLY MEETING**

Koç Holding's 2008 Ordinary General Assembly Meeting will convene on April 15, 2009 at 16.00 at Koç Holding headquarters located at Azizbey Sok No.1 Kuzguncuk - Üsküdar, Istanbul. The A Group preferred shareholders' General Assembly Meeting will convene on April 15, 2009 at 16.45 at the same address.

Our shareholders, whose shares have been registered as per the Central Registry Agency (CRA) regulations, will be entitled to attend the General Assembly Meeting with the entrance cards they will obtain upon registering their names in the General Assembly Blockage List. Shareholders who fail to register themselves in the CRA Blockage List are, by law, not permitted to attend the Meeting. Our shareholders who fail to register their shares shall not be entitled to exercise their shareholder rights as they will not be entitled to attend the General Assembly Meetings until they get their shares registered as per the Capital Markets Regulation, Provisional Article 6. Applications submitted for attending the General Assembly Meeting by investors who fail to have their shares registered can only be considered after the registry of their shares.

Shareholders who will be unable to attend the meeting in person can exercise their voting rights through their proxies, whom they can appoint by completing the proxy form, which is available at our Company headquarters as well as our website [www.koc.com.tr](http://www.koc.com.tr), fulfilling the other requirements stipulated by Communiqué Series IV, No.8 of the Capital Markets Board and submitting the notarized proxy form to the Company's headquarters.

Koç Holding shares have been divided into two groups as Group A and B. Each Group A share is entitled to 2 votes at the General Assembly Meeting. 468,442,665.49 Group A shares represent 26.77% of the paid-in capital and 147,390,843,468 Group B shares, each of which is entitled to 1 vote represent 73.23% of the paid-in capital.

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING**

1. Opening and election of the 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 2008, approval of Board Directors' proposal about the Balance Sheet and the Income Statement for the year 2008, approval after modification or rejection.
3. Discharge from liability of the Members of the Board of Directors and Auditors in respect of the duties performed during the year 2008.
4. Informing our shareholders about the dividend distribution policy in accordance with the Corporate Governance Principles.
5. Approval, approval after modification or rejection of the Board of Directors' proposal concerning the distribution of profit for 2008.
6. Resolution on the proposed changes to Koç Holding Articles of Association (Article 19: Authority of the Board of Directors and Provisions Concerning the Board; Article

22: The General Assembly and Article 35: Announcements), provided that the requisite approvals have been obtained from the Capital Markets Board and the Ministry of Industry and Commerce.

7. 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
8. Re-election or replacement of the Auditors whose term of office has expired, determination of the number of members and their term of office.
9. Determination of the monthly gross remuneration of the Chairman, Members of the Board and Auditors.
10. Informing the General Assembly on the donations and the support provided by the Company to foundations and associations in 2008 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 that fall within the scope of activities of the Company directly or on behalf of others, and to become shareholders in companies performing such transactions, and to conduct other transactions as set forth in Articles 334 and 335 of the Turkish Commercial Code.
12. Authorization of the Presiding Committee to sign the minutes of the General Assembly
13. Requests

#### **AGENDA OF A GROUP PREFERRED SHAREHOLDERS' GENERAL ASSEMBLY MEETING**

1. Opening and election of the Presiding Committee.
2. Approval of the resolutions of the General Assembly Meeting dated 15 April 2009.
3. Authorization of the Presiding Committee to sign the meeting minutes