



Date : 8 March 2011

From : Koç Holding A.Ş. Investor Relations
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Subject : Board Resolution regarding the Ordinary General Assembly Meeting

Date of the Board Resolution	:	8 March 2011
Type of General Assembly	:	Ordinary
Relevant Period	:	2010
Date	:	7 April 2011
Time	:	16:00
Address	:	Nakkaştepe, Azizbey Sokak No.1 Kuzguncuk, İstanbul

AGENDA OF KOÇ HOLDİNG A.Ş. ORDINARY GENERAL ASSEMBLY MEETING

TO BE HELD ON 7 APRIL 2011

1. Opening and election of the Presiding Committee.
2. Reading of and deliberations on the Board of Directors' Report, Auditors' Report and report of independent external audit company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited) on the 2010 operations and accounts; approval, approval after modification or refusal of Board Directors' submission of 2010 Financial Statements.
3. Discharge of each member of the Board of Directors and every auditor from liability in respect of Koç Holding's 2010 operations and accounts.
4. Informing our shareholders on the company dividend policy in accordance with the Corporate Governance Principles.
5. Approval, approval after modification or refusal of the Board of Directors' proposal concerning the distribution of profit for 2010 and the payment date.
6. Resolution on the number of members to be appointed to the Board of Directors' and their term of office. Election of members to the Board of Directors based on the resolution.
7. Resolution on the number of auditors that will take office until the Ordinary General Assembly that will convene to discuss 2011 operations and accounts. Appointment of auditors based on the resolution.
8. Decision on the monthly gross remuneration of the members of the Board of Directors and Auditors.



9. Informing our shareholders on the details of guarantees, pledges, mortgages and sureties given on behalf of third parties in 2010.
10. Informing the General Assembly on the donations and contributions made by Koç Holding to foundations and associations in 2010 with the purpose of social responsibility.
11. Informing our shareholders on related party transactions that have taken place during the year.
12. Approval of the independent external audit company elected by the Board of Directors based on the suggestion of the Audit Committee, as per the Capital Markets Board communiqué on Independent Audit Standards in the Capital Markets.
13. Proposal to grant permission to the members of the Board of Directors to perform, directly or on behalf of others, the transactions that fall within the scope of Koç Holding's activities, 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.
14. Authorization of the Presiding Committee to sign the minutes of the General Assembly.
15. Wishes

ADDITIONAL INFORMATION

Koç Holding's 2010 Ordinary General Assembly Meeting will convene **on April 7, 2011 at 16.00** at Koç Holding headquarters located at Azizbey Sok No.1 Kuzguncuk - Üsküdar, Istanbul in order to review 2010 operations, discuss and resolve the agenda items.

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 do not register themselves in the CRA Blockage List are, by law, not permitted to attend the Meeting. Our shareholders who have not dematerialized their shares will 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 dematerialized, as per the Capital Markets Regulation, Provisional Article 6. Requests submitted by shareholders, who have not dematerialized their shares, to attend the General Assembly Meeting can only be fulfilled after the dematerialization of their shares.



Shareholders can obtain all relevant information from the Directorate of Accounting at Koç Holding. Shareholders who hold physical shares are kindly requested to contact Directorate of Accounting at Koç Holding or Yapı Kredi Yatırım Menkul Değerler A.Ş. (Harbiye) to dematerialize 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 Koç Holding headquarters and our website 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.

Voting will be done by open ballots by raising of hands for all agenda items at the General Assembly Meeting.

We hereby declare that our above statement is in conformity with the principles included in the Capital Market Board's Communiqué, Serial VIII No. 54, that it exactly reflects the entire information we received; that the information complies with our records, books and documents; that we have endeavored to obtain the correct and complete information relative to this subject and that we are responsible for the declarations made in this regard.