

FORM OF PROXY FOR ORDINARY GENERAL MEETINGS OF SHAREHOLDERS

KOÇ HOLDING A.S.

To the Chair of the General Assembly of Shareholders,

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary Assembly of Koç Holding A.Ş. to convene on April 15, 2009, Wednesday at 16:00 at the address of Nakkaştepe Azizbey No.1 Kuzguncuk – Üsküdar İstanbul.

A) SCOPE OF THE AUTHORITY TO REPRESENT

- a) The proxy is authorized to vote in line with his own views with regard to all the items on the agenda.
- b) The proxy is entitled vote in line with the following instructions with regard to the relevant items on the agenda.

Instructions: (Please enter special instructions here.)

c) The proxy is authorized to vote in line with the recommendations made by the Corporate management.

d) The attorney is authorized to vote in line with the following instructions with regard to other matters arising during the meeting. (If there are no instructions, the proxy may vote freely).

Instructions:

B) INFORMATION ON THE SHARES HELD BY THE SHAREHOLDER

- a) Class
- b) Nominal Value
- c) Whether preference or non-preference shares with regard to voting right

INFORMATION ON SHAREHOLDER:

NAME, FAMILY NAME or TITLE :
SIGNATURE :
ADDRESS :

NOTE:

- 1- In Section (A) please choose one of the options (a), (b) or (c). Please provide instructions under options (b) and (d).
- 2- The principal should get his signature appearing on the proxy notarized.