

FORM OF PROXY FOR THE ORDINARY GENERAL ASSEMBLY MEETING

KOÇ HOLDING A.Ş.

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 General Assembly of Koç Holding A.Ş. that will convene on April 21, 2010, Wednesday at 16:00 at the address of Nakkaştepe Azizbey No.1 Kuzguncuk – Üsküdar Istanbul.

A) SCOPE OF THE REPRESENTATION DOCUMENT

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

Instructions: (Special instructions are provided here.)

c) The proxy is authorized to vote in line with the recommendations made by the Company 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 they are preferred or ordinary shares with regard to voting rights

INFORMATION ON THE SHAREHOLDER:

NAME, SURNAME 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.