

**KOÇ HOLDİNG A.Ş.**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD 1 JANUARY - 31 MARCH 2010**

**(CONVENIENCE TRANSLATION OF FINANCIAL STATEMENTS  
ORIGINALLY ISSUED IN TURKISH)**

# KOÇ HOLDİNG A.Ş.

## CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE INTERIM PERIOD 1 JANUARY - 31 MARCH 2010

<b>CONTENTS</b>	<b>INDEX</b>
<b>INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS.....</b>	<b>1-2</b>
<b>INTERIM CONDENSED CONSOLIDATED INCOME STATEMENTS.....</b>	<b>3</b>
<b>INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME..</b>	<b>4</b>
<b>INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY.....</b>	<b>5</b>
<b>INTERIM CONDENSED CONSOLIDATED CASH FLOW STATEMENTS.....</b>	<b>6</b>
<b>NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.....</b>	<b>7-42</b>
NOTE 1 GROUP'S ORGANISATION AND NATURE OF OPERATIONS .....	7-11
NOTE 2 BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS.....	12-14
NOTE 3 BUSINESS COMBINATIONS .....	15
NOTE 4 SEGMENT REPORTING .....	15-18
NOTE 5 CASH AND CASH EQUIVALENTS .....	18
NOTE 6 FINANCIAL ASSETS .....	19-20
NOTE 7 TRADE RECEIVABLES AND PAYABLES .....	20-21
NOTE 8 LOANS AND ADVANCES TO CUSTOMERS.....	21-22
NOTE 9 INVENTORIES .....	23
NOTE 10 PROPERTY, PLANT AND EQUIPMENT.....	23
NOTE 11 INTANGIBLE ASSETS.....	24
NOTE 12 DEPOSITS.....	25
NOTE 13 FINANCIAL LIABILITIES .....	25-26
NOTE 14 TAX ASSETS AND LIABILITIES .....	27-29
NOTE 15 DERIVATIVE FINANCIAL INSTRUMENTS.....	30
NOTE 16 OTHER ASSETS AND LIABILITIES .....	31-32
NOTE 17 EQUITY .....	32-33
NOTE 18 FINANCIAL INCOME/EXPENSES .....	34
NOTE 19 RELATED PARTY DISCLOSURES.....	34
NOTE 20 COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES .....	35
NOTE 21 FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT .....	36-40
NOTE 22 EARNINGS PER SHARE.....	40
NOTE 23 SUPPLEMENTARY CASH FLOW INFORMATION .....	41
NOTE 24 EVENTS AFTER THE BALANCE SHEET DATE.....	42

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED BALANCE SHEETS  
AT 31 MARCH 2010 AND 31 DECEMBER 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

	Notes	31 March 2010 (* EUR'000)	31 March 2010 (* USD'000)	31 March 2010 TRY'000	31 December 2009 TRY'000
<b>ASSETS</b>					
<b>Current assets:</b>					
Cash and cash equivalents	5	5.650.899	7.622.306	11.597.339	10.098.622
Financial assets	6	1.205.627	1.626.230	2.474.309	1.971.334
Trade receivables	7	2.226.139	3.002.764	4.568.706	4.715.305
Loans and advances to customers	8	6.068.494	8.185.587	12.454.370	11.855.533
Inventories	9	2.047.175	2.761.366	4.201.418	3.361.000
Derivative financial instruments	15	84.175	113.541	172.752	250.163
Other current assets	16	932.703	1.258.092	1.914.187	1.348.614
		18.215.212	24.569.886	37.383.081	33.600.571
Assets held for sale		7.226	9.746	14.829	15.265
<b>Total current assets</b>		<b>18.222.438</b>	<b>24.579.632</b>	<b>37.397.910</b>	<b>33.615.836</b>
<b>Non-current assets:</b>					
Financial assets	6	2.712.559	3.658.879	5.566.985	6.034.947
Trade receivables	7	40.075	54.055	82.245	85.641
Loans and advances to customers	8	5.115.455	6.900.064	10.498.448	9.743.214
Investment property		58.103	78.373	119.245	120.344
Property, plant and equipment	10	5.154.392	6.952.585	10.578.358	10.629.539
Intangible assets	11	636.386	858.400	1.306.056	1.319.893
Goodwill		1.714.005	2.311.964	3.517.653	3.517.860
Deferred tax assets	14	265.220	357.747	544.312	518.509
Derivative financial instruments	15	49.977	67.412	102.567	126.082
Other non-current assets	16	318.403	429.483	653.459	674.567
<b>Total non-current assets</b>		<b>16.064.575</b>	<b>21.668.962</b>	<b>32.969.328</b>	<b>32.770.596</b>
<b>Total assets</b>		<b>34.287.013</b>	<b>46.248.594</b>	<b>70.367.238</b>	<b>66.386.432</b>

(\* Euro ("EUR") and US Dollar ("USD") amounts presented above have been translated from Turkish Lira ("TRY") for convenience purposes only, at the official TRY bid rate announced by the Central Bank of the Republic of Turkey ("CBRT") at 31 March 2010, and therefore do not form part of these interim condensed consolidated financial statements (Note 2.1.3).

These interim condensed consolidated financial statements as of and for the period ended 31 March 2010 have been approved for issue by the Board of Directors ("BOD") on 14 May 2010 and signed on behalf of BOD by CFO (Chief Financial Officer), Ahmet F. Ashaboğlu and by Accounting Director, Emine Alangoya.

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED BALANCE SHEETS  
AT 31 MARCH 2010 AND 31 DECEMBER 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

	Notes	31 March 2010 (* EUR'000)	31 March 2010 (* USD'000)	31 March 2010 TRY'000	31 December 2009 TRY'000
<b>LIABILITIES</b>					
<b>Current liabilities:</b>					
Deposits	12	10.795.460	14.561.632	22.155.523	20.626.473
Financial liabilities	13	3.939.374	5.313.688	8.084.777	8.492.043
Trade payables	7	2.978.583	4.017.710	6.112.946	4.083.434
Other payables		687.218	926.965	1.410.377	1.488.466
Derivative financial instruments	15	65.234	87.992	133.880	134.477
Insurance technical reserves		26.175	35.306	53.718	62.234
Current income tax liabilities	14	94.820	127.900	194.600	144.059
Other current liabilities	16	1.679.175	2.264.985	3.446.174	3.119.215
		20.266.039	27.336.178	41.591.995	38.150.401
Liabilities held for sale		3.465	4.674	7.111	7.247
<b>Total current liabilities</b>		<b>20.269.504</b>	<b>27.340.852</b>	<b>41.599.106</b>	<b>38.157.648</b>
<b>Non-current liabilities:</b>					
Deposits	12	151.177	203.917	310.260	345.133
Financial liabilities	13	3.127.571	4.218.675	6.418.714	6.428.177
Derivative financial instruments	15	148.306	200.045	304.368	249.894
Insurance technical reserves		188.289	253.976	386.425	371.169
Provisions for employee benefits		373.554	503.874	766.645	763.664
Deferred tax liabilities	14	392.760	529.780	806.061	828.828
Other non-current liabilities	16	227.251	306.530	466.387	459.873
<b>Total non-current liabilities</b>		<b>4.608.908</b>	<b>6.216.797</b>	<b>9.458.860</b>	<b>9.446.738</b>
<b>Total liabilities</b>		<b>24.878.412</b>	<b>33.557.649</b>	<b>51.057.966</b>	<b>47.604.386</b>
<b>Equity:</b>					
Paid-in share capital	17	1.176.797	1.587.342	2.415.141	2.415.141
Adjustment to share capital	17	471.319	635.746	967.288	967.288
Total share capital		1.648.116	2.223.088	3.382.429	3.382.429
Share premium		4.525	6.103	9.286	9.286
Revaluation funds	17	(914)	(1.233)	(1.876)	(14.183)
Translation differences		22.679	30.592	46.545	51.707
Restricted reserves	17	1.105.985	1.491.825	2.269.812	2.269.812
Prior years' income		2.665.529	3.595.443	5.470.466	4.041.695
Profit for the period		174.823	235.813	358.789	1.429.210
Shareholders' equity		5.620.743	7.581.631	11.535.451	11.169.956
Minority interest		3.787.858	5.109.314	7.773.821	7.612.090
<b>Total equity</b>		<b>9.408.601</b>	<b>12.690.945</b>	<b>19.309.272</b>	<b>18.782.046</b>
<b>Total liabilities and equity</b>		<b>34.287.013</b>	<b>46.248.594</b>	<b>70.367.238</b>	<b>66.386.432</b>

Commitments and contingent liabilities 20

(\*) EUR and USD amounts presented above have been translated from TRY for convenience purposes only, at the official TRY bid rate announced by the CBRT on 31 March 2010, and therefore do not form part of these interim condensed consolidated financial statements (Note 2.1.3).

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
FOR THE INTERIM PERIODS ENDED 31 MARCH 2010 AND 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

	Notes	31 March 2010 (* EUR'000	31 March 2010 (* USD'000	31 March 2010 TRY'000	31 March 2009 TRY'000
Revenue		4.781.686	6.620.281	9.939.690	7.264.538
Interest, fee, commission and similar income		560.021	775.354	1.164.116	1.466.521
<b>Total revenue</b>	<b>4</b>	<b>5.341.707</b>	<b>7.395.635</b>	<b>11.103.806</b>	<b>8.731.059</b>
Cost of sales (-)		(4.156.405)	(5.754.575)	(8.639.919)	(6.169.056)
Interest, fee, commission and similar expenses (-)		(233.983)	(323.951)	(486.380)	(744.474)
<b>Total costs</b>	<b>4</b>	<b>(4.390.388)</b>	<b>(6.078.526)</b>	<b>(9.126.299)</b>	<b>(6.913.530)</b>
Gross profit non-finance		625.281	865.706	1.299.771	1.095.482
Gross profit finance		326.038	451.403	677.736	722.047
<b>Gross profit</b>	<b>4</b>	<b>951.319</b>	<b>1.317.109</b>	<b>1.977.507</b>	<b>1.817.529</b>
Marketing, selling and distribution expenses (-)	4	(235.680)	(326.301)	(489.909)	(424.948)
General administrative expenses (-)	4	(298.185)	(412.839)	(619.837)	(570.275)
Research and development expenses (-)	4	(10.061)	(13.929)	(20.913)	(26.670)
Other income	4	34.633	47.950	71.992	49.464
Other expense (-)	4	(24.731)	(34.240)	(51.408)	(178.452)
<b>Operating profit</b>	<b>4</b>	<b>417.295</b>	<b>577.750</b>	<b>867.432</b>	<b>666.648</b>
Financial income	18	189.525	262.398	393.965	720.038
Financial expense (-)	18	(224.018)	(310.155)	(465.667)	(1.232.907)
<b>Profit before tax</b>		<b>382.802</b>	<b>529.993</b>	<b>795.730</b>	<b>153.779</b>
<b>Tax income/expense</b>		<b>(71.115)</b>	<b>(98.460)</b>	<b>(147.827)</b>	<b>(106.703)</b>
- Taxes on income (-)	14	(94.347)	(130.625)	(196.120)	(117.606)
- Deferred tax income/expense	14	23.232	32.165	48.293	10.903
<b>Profit for the period</b>		<b>311.687</b>	<b>431.533</b>	<b>647.903</b>	<b>47.076</b>
<b>Attributable to:</b>					
Minority interest		139.084	192.563	289.114	44.273
<b>Equity holders of the parent</b>		<b>172.603</b>	<b>238.970</b>	<b>358.789</b>	<b>2.803</b>
<b>Earnings per share (TRY)</b>	<b>22</b>			<b>0,149</b>	<b>0,001</b>

(\*) EUR and USD amounts presented above have been translated from TRY for convenience purposes only, at the EUR and USD average CBRT bid rates for the three month period ended 31 March 2010, and therefore do not form part of these interim condensed consolidated financial statements (Note 2.1.3).

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE INTERIM PERIODS ENDED 31 MARCH 2010 AND 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

	31 March 2010 (*) EUR'000	31 March 2010 (*) USD'000	31 March 2010 TRY'000	31 March 2009 TRY'000
<b>Profit for the period</b>	<b>311.687</b>	<b>431.533</b>	<b>647.903</b>	<b>47.076</b>
<b>Other comprehensive income:</b>				
Fair value gains/losses on financial assets (net)	(330)	(458)	(687)	3.498
Revaluation differences on non-current assets (net)	(4.086)	(5.657)	(8.493)	101
Cumulative gains/losses on hedging (net)	6.640	9.193	13.803	(6.605)
Currency translation differences	(4.255)	(5.891)	(8.845)	18.830
<b>Other comprehensive income (after tax)</b>	<b>(2.031)</b>	<b>(2.813)</b>	<b>(4.222)</b>	<b>15.824</b>
<b>Total comprehensive income</b>	<b>309.656</b>	<b>428.720</b>	<b>643.681</b>	<b>62.900</b>
<b>Attributable to:</b>				
Minority interest	133.545	184.893	277.599	52.328
<b>Equity holders of the parent</b>	<b>176.111</b>	<b>243.827</b>	<b>366.082</b>	<b>10.572</b>

(\*) EUR and USD amounts presented above have been translated from TRY for convenience purposes only, at the EUR and USD average CBRT bid rates for the three month period ended 31 March 2010, and therefore do not form part of these interim condensed consolidated financial statements (Note 2.1.3).

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE INTERIM PERIODS ENDED 31 MARCH 2010 AND 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

	Capital			Revaluation funds			Currency translation differences	Restricted reserves		Retained earnings			Total equity
	Paid-in share capital	Adjustment to share capital	Share premium	Financial assets fair value reserve	Cumulative gain/(loss) on hedging	Non-current assets revaluation fund		Legal reserves	Special reserves	Profit for the period	Prior years' income	Minority interest	
<b>Balances at 1 January 2009</b>	<b>2.012.618</b>	<b>967.288</b>	<b>9.286</b>	<b>1.465</b>	<b>(112.566)</b>	<b>18.159</b>	<b>52.312</b>	<b>106.096</b>	<b>395.441</b>	<b>2.023.555</b>	<b>4.275.837</b>	<b>6.382.169</b>	<b>16.131.660</b>
Transfers	-	-	-	-	-	-	-	-	-	(2.023.555)	2.023.555	-	-
Capital increases	-	-	-	-	-	-	-	-	-	-	-	4.141	4.141
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	(328.888)	(328.888)
Transactions with minority interests	-	-	-	-	-	-	-	-	-	-	14.311	34.847	49.158
Total comprehensive income	-	-	-	3.395	(6.585)	637	10.193	-	-	2.803	129	52.328	62.900
<b>Balances at 31 March 2009</b>	<b>2.012.618</b>	<b>967.288</b>	<b>9.286</b>	<b>4.860</b>	<b>(119.151)</b>	<b>18.796</b>	<b>62.505</b>	<b>106.096</b>	<b>395.441</b>	<b>2.803</b>	<b>6.313.832</b>	<b>6.144.597</b>	<b>15.918.971</b>
<b>Balances at 1 January 2010</b>	<b>2.415.141</b>	<b>967.288</b>	<b>9.286</b>	<b>52.509</b>	<b>(85.152)</b>	<b>18.460</b>	<b>51.707</b>	<b>140.217</b>	<b>2.129.595</b>	<b>1.429.210</b>	<b>4.041.695</b>	<b>7.612.090</b>	<b>18.782.046</b>
Transfers	-	-	-	-	-	-	-	-	-	(1.429.210)	1.429.210	-	-
Capital increases	-	-	-	-	-	-	-	-	-	-	-	6.153	6.153
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	(117.309)	(117.309)
Transactions with minority interest	-	-	-	-	-	-	-	-	-	-	(587)	(4.712)	(5.299)
Total comprehensive income	-	-	-	2.331	13.565	(3.589)	(5.162)	-	-	358.789	148	277.599	643.681
<b>Balances at 31 March 2010</b>	<b>2.415.141</b>	<b>967.288</b>	<b>9.286</b>	<b>54.840</b>	<b>(71.587)</b>	<b>14.871</b>	<b>46.545</b>	<b>140.217</b>	<b>2.129.595</b>	<b>358.789</b>	<b>5.470.466</b>	<b>7.773.821</b>	<b>19.309.272</b>

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

CONDENSED CONSOLIDATED CASH FLOWS STATEMENTS  
FOR THE INTERIM PERIODS ENDED 31 MARCH 2010 AND 2009

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

		31 March 2010	31 March 2010	31 March 2010	31 March 2009
	Notes	(*) EUR'000	(*) USD'000	TRY'000	TRY'000
<b>Cash flow from operating activities:</b>					
Profit before tax		382.802	529.993	795.730	153.779
<b>Adjustments to reconcile net cash generated:</b>					
Depreciation and amortisation	4	112.868	156.266	234.618	213.317
Changes in provisions	23	113.654	157.354	236.252	158.961
Net interest income	23	(206.018)	(285.234)	(428.250)	(390.500)
Finance sector interest income	23	390.974	541.306	812.717	1.069.225
Finance sector interest expense	23	(179.985)	(249.190)	(374.134)	(486.767)
Exchange gains on borrowings (net)		(100.296)	(138.860)	(208.485)	(598.193)
Gain on sale of property, plant and equipment (net)		(189)	(262)	(393)	(2.104)
		<b>513.810</b>	<b>711.373</b>	<b>1.068.055</b>	<b>117.718</b>
Net changes in operating assets and liabilities	23	566.086	783.750	1.176.723	1.651.769
Taxes paid		(70.167)	(97.147)	(145.856)	(101.696)
<b>Cash flows from operating activities</b>		<b>1.009.729</b>	<b>1.397.976</b>	<b>2.098.922</b>	<b>1.667.791</b>
<b>Investing activities:</b>					
Purchases of property, plant and equipment and intangible assets	4	(101.485)	(140.506)	(210.956)	(286.555)
Sale of property, plant and equipment and intangible assets		17.449	24.158	36.271	20.223
Acquisition of subsidiary, net of cash acquired (net)	3	-	-	-	(14.224)
Transactions with minority		(2.549)	(3.529)	(5.299)	49.158
<b>Cash flows from investing activities</b>		<b>(86.585)</b>	<b>(119.877)</b>	<b>(179.984)</b>	<b>(231.398)</b>
<b>Financing activities:</b>					
Share capital increases		2.960	4.098	6.153	4.141
Dividend payments		(56.434)	(78.133)	(117.309)	(328.888)
Decrease in short-term borrowings (net)		(220.190)	(304.854)	(457.708)	(1.428.952)
Increase in long-term borrowings (net)		120.009	166.154	249.463	1.737.294
Non-finance sector interest income	18	57.952	80.234	120.464	89.655
Non-finance sector interest expense	18	(62.923)	(87.117)	(130.797)	(281.613)
<b>Cash flows from financing activities</b>		<b>(158.626)</b>	<b>(219.618)</b>	<b>(329.734)</b>	<b>(208.363)</b>
Net increase in cash and cash equivalents		764.518	1.058.481	1.589.204	1.228.030
Cash and cash equivalents at the beginning of the period		3.993.724	5.529.342	8.301.754	6.128.955
<b>Cash and cash equivalents at the end of the period</b>	<b>23</b>	<b>4.758.242</b>	<b>6.587.823</b>	<b>9.890.958</b>	<b>7.356.985</b>

(\*) EUR and USD amounts presented above have been translated from TRY for convenience purposes only, at the EUR and USD average CBRT bid rates for the three months period ended 31 March 2010, and therefore do not form part of these interim condensed consolidated financial statement (Note 2.1.3).

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

**CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)**

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 1 - GROUP'S ORGANISATION AND NATURE OF OPERATIONS**

Koç Holding A.Ş. ("Koç Holding") was established on 11 December 1963 in Turkey. Koç Holding's business activities include acquisition, disposal and exchanging of shares of domestic and foreign corporations and limited liability companies which are established or will be established for all types of commercial, industrial, agricultural and financial activities, buy, sell and exchange securities without brokerage and portfolio management purposes and to increase, decrease or cease its participation to these companies.

As of 31 March 2010, the number of personnel employed by Koç Holding, Subsidiaries and Joint Ventures (collectively referred as the "Group") is 69.012 (31 December 2009: 68.057).

The registered address of Koç Holding is as follows:

Nakkaştepe Azizbey Sok. No: 1  
Kuzguncuk-İSTANBUL

Koç Holding is registered with the Capital Markets Board ("CMB") and its shares have been quoted on the Istanbul Stock Exchange ("ISE") since 10 January 1986. As of 31 March 2010, the principal shareholders and their respective shareholding rates in Koç Holding are as follows:

	%
Companies owned by Koç Family members	42,49
Koç Family members	26,87
Vehbi Koç Vakfı	7,15
Koç Holding Emekli ve Yardım Sandığı Vakfı	1,99
Other	21,50
	<b>100,00</b>

Koç Holding is organised mainly in Turkey under five main business segments:

- Energy
- Automotive
- Consumer durable
- Finance <sup>(1)</sup>
- Other <sup>(2)</sup>

(1) The finance segment includes three main groups; banking, insurance and consumer finance. In the segmental presentation of the accompanying interim condensed consolidated financial statements, leasing, factoring, portfolio management, custody and brokerage services are included in the banking sector.

(2) Other operations of Koç Holding mainly comprise of food, retail, tourism, information technologies and construction, none of which are of a sufficient size to be reported separately.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 1 - GROUP'S ORGANISATION AND NATURE OF OPERATIONS (Continued)**

The subsidiaries ("Subsidiary") and the joint ventures ("Joint Venture") of the Group, their country of incorporation, nature of business and their respective business segments are as follows:

**Energy Sector**

<u>Subsidiaries</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Akpa Dayanıklı Tüketim LPG ve Akaryakıt Ürünleri Pazarlama A.Ş. ("Akpa")	Turkey	Trading
Aygaz A.Ş. ("Aygaz")	Turkey	LPG
Aygaz Doğal Gaz İletim A.Ş. ("Aygaz İletim")	Turkey	LNG
Aygaz Doğal Gaz Toptan Satış A.Ş. ("Aygaz Toptan Satış")	Turkey	LNG
Beykoz Tankercilik A.Ş. ("Beykoz Tankercilik")	Turkey	Petroleum Shipping
Damla Denizcilik A.Ş. ("Damla Denizcilik")	Turkey	Petroleum Shipping
Demir Export A.Ş. ("Demir Export")	Turkey	Mining
Deniz İşletmeciliği ve Tic. A.Ş. ("Ditaş")	Turkey	Petroleum Shipping
Enerji Yatırımları A.Ş. ("Enerji Yatırımları")	Turkey	Investment
Entek Elektrik Üretimi A.Ş. ("Entek")	Turkey	Power Generation
Kadıköy Tankercilik A.Ş. ("Kadıköy Tankercilik")	Turkey	Petroleum Shipping
Mogaz Petrol Gazları A.Ş. ("Mogaz")	Turkey	LPG
Türkiye Petrol Rafinerileri A.Ş. ("Tüpraş")	Turkey	Production and Trading of Petroleum Products
Üsküdar Tankercilik A.Ş. ("Üsküdar Tankercilik")	Turkey	Petroleum Shipping

<u>Joint Ventures</u>	<u>Joint Venture Partner</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Opet Gıda ve İhtiyaç Mad. Tur. San. İç ve Dış Ticaret A.Ş. ("Opet Gıda") <sup>(*)</sup>	Öztürk Family	Turkey	Food Distribution
Opet International Limited ("Opet International")	Öztürk Family	U.K.	Petroleum Products Trading
Opet Petrolcülük A.Ş. ("Opet")	Öztürk Family	Turkey	Petroleum Products Trading
Opet Trade B.V. ("Opet Trade BV")	Öztürk Family	The Netherlands	Petroleum Products Trading
Opet Trade (Singapore) Pte. Ltd. ("Opet Singapore")	Öztürk Family	Singapore	Petroleum Products Trading
Opet Trade Ireland ("Opet Trade Ireland") <sup>(*)</sup>	Öztürk Family	Ireland	Petroleum Products Trading

**Automotive Sector**

<u>Subsidiaries</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Beldesan Otomotiv Yan Sanayii ve Tic. A.Ş. ("Beldesan")	Turkey	Production
Otokar Otobüs Karoseri Sanayi A.Ş. ("Otokar")	Turkey	Production
Otokoç Otomotiv Tic. ve San. A.Ş. ("Otokoç")	Turkey	Trading
Otokoç Sigorta Aracılık Hizmetleri A.Ş. ("Otokoç Sigorta")	Turkey	Insurance
Tasfiye Halinde Otoyol Sanayi A.Ş. ("Otoyol") <sup>(*)</sup>	Turkey	Trading

<u>Joint Ventures</u>	<u>Joint Venture Partner</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Fer Mas Oto Ticaret A.Ş. ("Fer-Mas")	Fiat Auto S.p.A.	Turkey	Trading
Ford Otomotiv Sanayi A.Ş. ("Ford Otosan")	Ford Motor Co.	Turkey	Production
Mekatro Araştırma Geliştirme A.Ş. ("Mekatro") <sup>(*)</sup>	Fiat Auto S.p.A.	Turkey	Research and Development
Platform Araştırma Geliştirme Tasarım ve Tic. A.Ş. ("Platform")	Fiat Auto S.p.A.	Turkey	Research and Development
Tofaş Türk Otomobil Fabrikası A.Ş. ("Tofaş")	Fiat Auto S.p.A.	Turkey	Production
Türk Traktör ve Ziraat Makinaları A.Ş. ("Türk Traktör")	CNH Trade NV	Turkey	Production

(\*) In the process of liquidation.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 1 - GROUP'S ORGANISATION AND NATURE OF OPERATIONS (Continued)

Consumer Durables Sector

<u>Subsidiaries</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Archin Limited ("Archin") (*)	Hong Kong, China	Sales
Arçelik A.Ş. ("Arçelik")	Turkey	Production/Sales
Arctic Pro SRL ("Arctic Pro") (*)	Romania	Service
Ardutch B.V. ("Ardutch")	The Netherlands	Holding
Beko Cesko ("Beko Cesko") (*)	Czech Republic	Sales
Beko Deutschland GmbH ("Beko Deutschland")	Germany	Sales
Bekodutch B.V. ("Bekodutch")	The Netherlands	Holding
Beko Elektronik Llc ("Beko Russia") (*)	Russia	Production/Sales
Beko Electronics España S.L. ("Beko Espana")	Spain	Sales
Beko France S.A. ("Beko France")	France	Sales
Beko Italy SRL ("Beko Italy")	Italy	Sales
Beko Llc ("Beko Llc")	Russia	Production/Sales
Beko Magyarország K.F.T. ("Beko Magyarország") (*)	Hungary	Sales
Beko Plc. ("Beko Plc")	U.K.	Sales
Beko S.A. ("Beko Polska")	Poland	Sales
Beko S.A. Czech Republic ("Beko Czech")	Czech Republic	Sales
Beko Shanghai Trading Company Ltd. ("Beko Shanghai")	China	Sales
Beko S.A. Hungary ("Beko Hungary") (*)	Hungary	Sales
Beko Slovakia S.R.O. ("Beko Slovakia")	Slovakia	Sales
Blomberg Vertriebsgesellschaft GmbH ("Blomberg Vertrieb") (*)	Germany	Sales
Blomberg Werke GmbH ("Blomberg Werke") (*)	Germany	Production
Changzhou Beko Electrical Appliances Co. Ltd. ("Beko China")	China	Production/Sales
Elektra Bregenz AG ("Elektra Bregenz")	Austria	Sales
Fusion Digital Technology Ltd. ("Fusion Digital") (*)	U.K.	Technology
Grundig AG ("Grundig AG") (*)	Switzerland	Sales
Grundig Benelux B.V. ("Grundig Benelux") (*)	The Netherlands	Sales
Grundig Ceska Republika S.r.o ("Grundig Ceska") (*)	Czech Republic	Sales
Grundig Danmark A/S ("Grundig Denmark") (*)	Denmark	Sales
Grundig España S.A. ("Grundig Espana")	Spain	Sales
Grundig Intermedia Ges.m.b.H ("Grundig Austria")	Austria	Sales
Grundig Intermedia GmbH ("Grundig GmbH")	Germany	Sales
Grundig Italiana S.p.A. ("Grundig Italy")	Italy	Sales
Grundig Magyarország Kft. ("Grundig Hungary") (*)	Hungary	Sales
Grundig Multimedia B.V. ("Grundig Multimedia")	The Netherlands	Holding
Grundig Norge AS ("Grundig Norway")	Norway	Sales
Grundig OY ("Grundig Finland") (*)	Finland	Sales
Grundig Polska Sp. z o.o. ("Grundig Polska")	Poland	Sales
Grundig Portuguesa Lda ("Grundig Portugal") (*)	Portugal	Sales
Grundig Slovakia s.r.o. ("Grundig Slovakia") (*)	Slovakia	Sales
Grundig Svenska AB. ("Grundig Sweden")	Sweden	Sales
Ram Dış Ticaret A.Ş. ("Ram Dış Ticaret")	Turkey	Foreign Trade
Raupach Wollert GmbH ("Raupach")	Germany	Holding
SC Arctic SA ("Arctic")	Romania	Production/Sales
	<b>Country of incorporation</b>	<b>Nature of business</b>
<b>Joint Ventures</b>	<b>Joint Venture Partner</b>	
Arçelik-LG Klima San. ve Tic. A.Ş. ("Arçelik LG")	LG Electronics Inc.	Turkey
		Air Conditioner Production

(\*) Ceased its operations.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 1 - GROUP'S ORGANISATION AND NATURE OF OPERATIONS (Continued)

Finance Sector

<u>Subsidiaries</u>		<u>Country of incorporation</u>	<u>Nature of business</u>
Koç Tüketici Finansmanı A.Ş. ("Koç Finans")		Turkey	Consumer Finance
<u>Joint Ventures</u>	<u>Joint Venture Partner</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Koç Fiat Kredi Tüketici Finansmanı A.Ş. ("Fiat Finans")	Fiat Auto S.p.A.	Turkey	Finance
Koç Finansal Hizmetler A.Ş. ("Koç Finansal Hizmetler" or "KFS")	UniCredit S.p.A.	Turkey	Holding
Stiching Custody Services YKB ("Stiching Custody")	UniCredit S.p.A.	The Netherlands	Custody
UniCredit Menkul Değerler A.Ş. ("UniCredit Menkul")	UniCredit S.p.A.	Turkey	Brokerage
Yapı Kredi Azerbaijan C.J.S.C. ("Yapı Kredi Azerbaycan")	UniCredit S.p.A.	Azerbaijan	Banking
Yapı ve Kredi Bankası A.Ş. ("Yapı Kredi Bankası")	UniCredit S.p.A.	Turkey	Banking
Yapı Kredi Holding B.V. ("Yapı Kredi Holding")	UniCredit S.p.A.	The Netherlands	Financial Consulting
Yapı Kredi Invest LLC. ("Yapı Kredi Invest")	UniCredit S.p.A.	Azerbaijan	Brokerage
Yapı Kredi Nederland N.V. ("Yapı Kredi Nederland")	UniCredit S.p.A.	The Netherlands	Banking
Yapı Kredi Diversified Payment Rights Finance Company ("Yapı Kredi SPC") (*)	UniCredit S.p.A.	Cayman Islands	Special Purpose Company
Yapı Kredi Emeklilik A.Ş. ("Yapı Kredi Emeklilik")	UniCredit S.p.A.	Turkey	Life Insurance
Yapı Kredi Faktoring A.Ş. ("Yapı Kredi Faktoring")	UniCredit S.p.A.	Turkey	Factoring
Yapı Kredi Finansal Kiralama A.O. ("Yapı Kredi Finansal Kiralama")	UniCredit S.p.A.	Turkey	Leasing
Yapı Kredi Bank Moscow ("Yapı Kredi Moscow")	UniCredit S.p.A.	Russia	Banking
Yapı Kredi Portföy Yönetimi A.Ş. ("Yapı Kredi Portföy")	UniCredit S.p.A.	Turkey	Portfolio Management
Yapı Kredi Sigorta A.Ş. ("Yapı Kredi Sigorta")	UniCredit S.p.A.	Turkey	Insurance
Yapı Kredi Yatırım Menkul Değerler A.Ş. ("Yapı Kredi Menkul")	UniCredit S.p.A.	Turkey	Brokerage
Yapı Kredi Yatırım Ortaklığı A.Ş. ("Yapı Kredi Yatırım")	UniCredit S.p.A.	Turkey	Investment Trust

(\*) Although Yapı Kredi Bankası has no shareholding interest in the company, the special purpose company established for Yapı Kredi Bankası's securitisation transactions is included in the scope of consolidation.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 1 - GROUP'S ORGANISATION AND NATURE OF OPERATIONS (Continued)

Other Sectors

<u>Subsidiaries</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Ayvalık Marina ve Yat İşletmeciliği San. ve Tic. A.Ş. ("Ayvalık Marina")	Turkey	Tourism
Bilkom Bilişim Hizmetleri A.Ş. ("Bilkom")	Turkey	Trading
Bozkurt Tarım ve Gıda San. ve Tic. A.Ş. ("Bozkurt")	Turkey	Agriculture
Düzye Tüketim Malları Sanayi Pazarlama A.Ş. ("Düzye")	Turkey	Trading
Harranova Besi ve Tarım Ürünleri A.Ş. ("Harranova Besi")	Turkey	Agriculture and Food
Koçnet Haberleşme Teknoloji ve İletişim Hizm. A.Ş. ("Koçnet")	Turkey	Information Technology
Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş. ("Koç Sistem")	Turkey	Technology
Koç Yapı Malzemeleri Ticaret A.Ş. ("Koç Yapı Malzeme")	Turkey	Trading
Marmaris Altinyunus Turistik Tesisleri A.Ş. ("Mares")	Turkey	Tourism
Palmira Turizm Ticaret A.Ş. ("Palmira")	Turkey	Tourism
RMK Marine Gemi Yapım Sanayi ve Deniz Taş. İşl. A.Ş. ("RMK Marine")	Turkey	Ship Construction
Setur Servis Turistik A.Ş. ("Setur")	Turkey	Tourism
Setur Yalova Marina İşletmeciliği A.Ş. ("Yalova Marina")	Turkey	Tourism
Tat Konserve Sanayi A.Ş. ("Tat Konserve")	Turkey	Food
Tat Tohumculuk A.Ş. ("Tat Tohumculuk")	Turkey	Agriculture
Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. ("Tek-Art Marina")	Turkey	Tourism
Zer Merkezi Hizmetler ve Ticaret A.Ş. ("Zer Ticaret")	Turkey	Trading

<u>Joint Ventures</u>	<u>Joint Venture Partner</u>	<u>Country of incorporation</u>	<u>Nature of business</u>
Koçtaş Yapı Marketleri Ticaret A.Ş. ("Koçtaş Yapı Market")	Kingfisher Plc	Turkey	Retail
Netsel Turizm Yatırımları A.Ş. ("Netsel")	Torunlar GYO A.Ş.	Turkey	Tourism

For the purposes of segment information in these consolidated financial statements, Koç Holding's stand-alone financial statements have been included within the "Other" segment (Note 4).

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 2 - BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS**

**2.1 Basis of Presentation**

**2.1.1 Financial reporting standards**

The CMB regulated the principles and procedures of preparation, presentation and announcement of financial statements prepared by the entities with the Communiqué No: XI-29, "Principles of Financial Reporting in Capital Markets" ("the Communiqué"). According to the Communiqué, entities shall prepare their financial statements in accordance with International Financial Reporting Standards ("IAS/IFRS") endorsed by the European Union. Until the differences of the IAS/IFRS as endorsed by the European Union from the ones issued by the International Accounting Standards Board ("IASB") are announced by Turkish Accounting Standards Board ("TASB"), IAS/IFRS issued by the IASB shall be applied. Accordingly, Turkish Accounting Standards/Turkish Financial Reporting Standards ("TAS/TFRS") issued by the TASB which are in line with the aforementioned standards shall be considered.

The interim condensed consolidated financial statements are prepared within the framework of Communiqué XI, No:29 and related promulgations to this Communiqué as issued by the CMB, in accordance with the financial reporting standards accepted by the CMB ("CMB Financial Reporting Standards") which are based on IAS/IFRS. The interim condensed consolidated financial statements and the related notes are presented in accordance with the formats recommended by the CMB including the compulsory disclosures.

With the decision taken on 17 March 2005, the CMB announced that, effective from 1 January 2005, the application of inflation accounting is no longer required for companies operating in Turkey and preparing their financial statements in accordance with the CMB Financial Reporting Standards. Accordingly, IAS 29, "Financial Reporting in Hyperinflationary Economies", issued by the IASB, has not been applied in the financial statements for the accounting year commencing 1 January 2005.

In accordance with the Communiqué No: XI-29, the entities are allowed to prepare a complete or condensed set of interim financial statements in accordance with IAS 34, "Interim Financial Reporting". In this respect, the Group has preferred to prepare interim condensed consolidated financial statements in the interim periods.

Koç Holding and its Subsidiaries and Joint Ventures registered in Turkey maintain their books of account and prepare their statutory financial statements ("Statutory Financial Statements") in TRY in accordance with the Turkish Commercial Code ("TCC"), tax legislation and the Uniform Chart of Accounts issued by the Ministry of Finance, applicable Turkish insurance laws for insurance companies and banking law, accounting principles and instructions promulgated by the Banking Regulation and Supervision Agency ("BRSA") for banks and accounting principles issued by the CMB for listed companies. The foreign Subsidiaries and Joint Ventures maintain their books of account in accordance with the laws and regulations in force in the countries in which they are registered. These consolidated financial statements are based on the statutory records, which are maintained under historical cost conversion, with the required adjustments and reclassifications reflected for the purpose of fair presentation in accordance with the CMB Financial Reporting Standards.

**2.1.2 Comparatives and adjustment of prior periods' financial statements**

The interim condensed consolidated financial statements of the Group include comparative financial information to enable the determination of the financial position and performance. Comparative figures are reclassified, where necessary, to conform to changes in presentation in the current period interim condensed consolidated financial statements. The reclassifications performed are not material to the consolidated financial statements.

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 2 - BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2.1.3 EUR and USD amounts presented in the financial statements**

EUR and USD amounts shown in the interim condensed consolidated balance sheet prepared in accordance with CMB Financial Reporting Standards have been translated from TRY, as a matter of arithmetic computation only, at the official EUR and USD bid rates announced by the CBRT on 31 March 2010 of TRY2,0523 = EUR1 and TRY1,5215 = USD1, respectively and EUR and USD amounts shown in the interim condensed consolidated income, comprehensive income and cash flow statements have been translated from TRY, as a matter of arithmetic computation only, at the average EUR and USD bid rates calculated from the official daily bid rates announced by the CBRT for the three months period ended 31 March 2010 of TRY2,0787 = EUR1 and TRY1,5014 = USD1, respectively, and do not form part of these interim condensed consolidated financial statements.

**2.2 Amendments in International Financial Reporting Standards**

*Standards, amendments and interpretations effective from 1 January 2010:*

- IFRS 1 (Amendment) "First-time Adoption of International Financial Reporting Standards" - Additional exemptions for first - time adopters,
- IFRS 2 (Amendment) "Share-based Payments" - Group cash settled sharebased payment transactions,
- IFRS 3 (Revised) "Business Combinations" and IAS 27 (Amendment), "Consolidated and Separate Financial Statements",
- IAS 39 (Amendment), "Financial Instruments: Recognition and Measurement" - Eligible hedged items,
- IFRIC 17, "Distributions of Non-cash Assets to Owners".

Aforementioned changes had no significant effect to the consolidated financial statements.

*Standards, amendments and interpretations effective from periods on or after 1 January 2011 (these amendments have not been accepted by the European Union yet):*

- IFRS 9 "Financial Instruments" (Effective for periods beginning on or after 1 January 2013),
- IAS 24 (Revised) "Related Party Disclosures" (Effective for periods beginning on or after 1 January 2011),
- IAS 32 (Amendment) "Classification of Rights Issues" (Effective for periods beginning on or after 1 February 2010),
- IFRIC 14 (Amendment) "Prepayments of a Minimum Funding Requirement" (Effective for periods beginning on or after 1 January 2011, with earlier application permitted),
- IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments" (Effective for periods beginning on or after 1 July 2010, with earlier application permitted),
- IFRS 1(Amendment) "Limited Exemption From Comparative IFRS 7 Disclosures" (Effective for periods beginning on or after 1 July 2010, with earlier application permitted).

The aforementioned amendments and interpretations have not been early adopted by the Group. The Group, evaluates the impact of changes on the consolidated financial statements.

**2.3 Restatement and Errors in the Accounting Policies and Estimates**

Material changes in accounting policies or material errors are corrected, retrospectively by restating the prior period consolidated financial statements. The effect of changes in accounting estimates affecting the current period is recognised in the current period; the effect of changes in accounting estimates affecting current and future periods is recognised in the current and future periods.

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 2 - BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2.4 Summary of Significant Accounting Policies**

The interim condensed consolidated financial statements for the period ended 31 March 2010 have been prepared in accordance with IAS 34 "Interim Financial Reporting". The accounting policies used in the preparation of these interim condensed consolidated financial statements for the period ended 31 March 2010 are consistent with those used in the preparation of annual consolidated financial statements for the year ended 31 December 2009. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2009.

**Group Accounting**

The interim condensed consolidated financial statements, which have been prepared in accordance with the principles in the consolidated financial statements for the year ended 31 December 2009, include the accounts of the parent company, Koç Holding, its Subsidiaries and its Joint Ventures.

As of 31 March 2010 there has been no change in ownership interests and effective interests of the Subsidiaries and Joint Ventures, which are included in the scope of consolidation, since 31 December 2009 except for the companies mentioned below:

<u>Subsidiaries</u>	<u>Proportion of effective interest</u>		<u>Direct and indirect ownership interest held by Koç Holding</u>		<u>Ownership interest held by Koç Family members</u>		<u>Total ownership interest</u>	
	<u>31 March 2010</u>	<u>31 December 2009</u>	<u>31 March 2010</u>	<u>31 December 2009</u>	<u>31 March 2010</u>	<u>31 December 2009</u>	<u>31 March 2010</u>	<u>31 December 2009</u>
Aygaz İletim	40,30	39,89	100,00	100,00	-	-	100,00	100,00
Aygaz Toptan Satış	40,30	39,89	100,00	100,00	-	-	100,00	100,00
Beldesan	91,78	91,77	91,82	91,81	5,34	5,34	97,16	97,15
Entek	35,03	34,99	86,09	86,09	13,14	13,14	99,23	99,23
Mogaz	40,68	39,83	100,00	97,90	-	-	100,00	97,90

**2.5 Significant Accounting Estimates and Decisions**

Preparation of consolidated financial statements requires the usage of estimations and assumptions which may affect the reported amounts of assets and liabilities as of the balance sheet date, disclosure of contingent assets and liabilities and reported amounts of income and expenses during financial period. The accounting assessments, forecasts and assumptions are reviewed continuously considering the past experiences, other factors and the reasonable expectations about the future events under current conditions. Although the estimations and assumptions are based on the best estimates of the management's existing incidents and operations, they may differ from the actual results.

**2.6 Convenience Translation into English of Consolidated Financial Statements**

The accounting principles described in Note 2.1 to the interim condensed consolidated financial statements (defined as CMB Financial Reporting Standards) differ from International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board with respect to the application of inflation accounting for the period between 1 January and 31 December 2005. Accordingly, the accompanying interim condensed consolidated financial statements are not intended to present the financial position and results of operations in accordance with IFRS.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 3 - BUSINESS COMBINATIONS**

***Business combinations in 2009 (1 January-31 March)***

Aygaz, a Subsidiary of the Group, acquired 50% shares of Koç Statoil Gaz Toptan Satış A.Ş. and Koç Statoil Gaz İletim A.Ş. from Statoil Hydra ASA, Aygaz's joint venture partner, on 9 January 2009. Following the acquisition, the company names of Koç Statoil Gaz İletim A.Ş. and Koç Statoil Gaz Toptan Satış A.Ş. have been changed and registered as Aygaz Doğal Gaz İletim A.Ş. and Aygaz Doğal Gaz Satış A.Ş., respectively.

The details regarding the goodwill calculation are as follows:

Acquisition cost	17.224
Net assets acquired	(19.887)
<b>Negative goodwill</b>	<b>(2.663)</b>

The fair values of identifiable assets and liabilities arising from the acquisition (50%) are as follows:

Cash and cash equivalents	3.000
Trade receivables	5.088
Inventories	218
Other assets	859
Property, plant and equipment	15.205
Intangible assets	137
Trade payables	(3.324)
Deferred tax liabilities	(564)
Other liabilities	(732)
<b>Net assets acquired</b>	<b>19.887</b>

Acquisition cost	(17.224)
Cash and cash equivalents - acquired	3.000
<b>Cash outflow on acquisition (net)</b>	<b>(14.224)</b>

**NOTE 4 - SEGMENT REPORTING**

	<b>31 March 2010</b>	<b>31 March 2009</b>
<b>a) Revenue</b>		
Energy	6.302.747	4.421.200
Automotive	1.549.196	984.966
Consumer durables	1.538.703	1.401.587
Finance	1.164.116	1.466.521
Other	549.044	456.785
	<b>11.103.806</b>	<b>8.731.059</b>
<b>b) Operating profit</b>		
Energy	224.943	239.922
Automotive	92.363	70.853
Consumer durables	151.556	41.044
Finance	365.329	288.933
Other	33.241	25.896
	<b>867.432</b>	<b>666.648</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 4 - SEGMENT REPORTING (Continued)

c) Segment analysis

31 March 2010	Energy	Automotive	Consumer durables	Finance	Other	Inter segment elimination	Total
External revenue	6.302.747	1.549.196	1.538.703	1.164.116	549.044	-	11.103.806
Inter segment revenue	31.280	19.115	36.874	22.294	40.002	(149.565)	-
<b>Revenue</b>	<b>6.334.027</b>	<b>1.568.311</b>	<b>1.575.577</b>	<b>1.186.410</b>	<b>589.046</b>	<b>(149.565)</b>	<b>11.103.806</b>
<b>Total costs</b>	<b>(5.893.447)</b>	<b>(1.352.844)</b>	<b>(1.080.043)</b>	<b>(508.674)</b>	<b>(433.750)</b>	<b>142.459</b>	<b>(9.126.299)</b>
<b>Gross profit</b>	<b>440.580</b>	<b>215.467</b>	<b>495.534</b>	<b>677.736</b>	<b>155.296</b>	<b>(7.106)</b>	<b>1.977.507</b>
<b>Operating expenses</b>							
Marketing, selling and distribution	(103.050)	(70.237)	(252.849)	(10.826)	(52.947)	-	(489.909)
General administrative	(124.230)	(43.747)	(83.325)	(301.305)	(79.146)	11.916	(619.837)
Research and development	(487)	(10.360)	(10.062)	-	(4)	-	(20.913)
Other income/expenses (net)	12.130	1.240	2.258	(276)	10.042	(4.810)	20.584
<b>Operating profit</b>	<b>224.943</b>	<b>92.363</b>	<b>151.556</b>	<b>365.329</b>	<b>33.241</b>	<b>-</b>	<b>867.432</b>

31 March 2010	Energy	Automotive	Consumer durables	Finance	Other	Inter segment elimination	Total
External revenue	4.421.200	984.966	1.401.587	1.466.521	456.785	-	8.731.059
Inter segment revenue	12.628	75.834	25.782	13.330	24.365	(151.939)	-
<b>Revenue</b>	<b>4.433.828</b>	<b>1.060.800</b>	<b>1.427.369</b>	<b>1.479.851</b>	<b>481.150</b>	<b>(151.939)</b>	<b>8.731.059</b>
<b>Total costs</b>	<b>(4.001.809)</b>	<b>(864.736)</b>	<b>(1.081.463)</b>	<b>(762.885)</b>	<b>(344.288)</b>	<b>141.651</b>	<b>(6.913.530)</b>
<b>Gross profit</b>	<b>432.019</b>	<b>196.064</b>	<b>345.906</b>	<b>716.966</b>	<b>136.862</b>	<b>(10.288)</b>	<b>1.817.529</b>
<b>Operating expenses</b>							
Marketing, selling and distribution	(75.171)	(65.037)	(220.592)	(8.452)	(55.696)	-	(424.948)
General administrative	(125.634)	(40.151)	(77.567)	(267.596)	(71.913)	12.586	(570.275)
Research and development	(242)	(13.855)	(12.570)	-	(3)	-	(26.670)
Other income/expenses (net)	8.950	(6.168)	5.867	(151.985)	16.646	(2.298)	(128.988)
<b>Operating profit</b>	<b>239.922</b>	<b>70.853</b>	<b>41.044</b>	<b>288.933</b>	<b>25.896</b>	<b>-</b>	<b>666.648</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 4 - SEGMENT REPORTING (Continued)

d) Assets and liabilities

	31 March 2010	31 December 2009
<b><u>Total assets</u></b>		
Energy	19.534.371	16.844.623
Automotive	3.776.836	3.673.645
Consumer durables	5.580.349	5.909.858
Finance	36.929.930	35.829.066
Other	3.986.611	3.595.466
<b>Segment assets</b>	<b>69.808.097</b>	<b>65.852.658</b>
Assets held for sale	14.829	15.265
Deferred tax assets	544.312	518.509
<b>Total assets</b>	<b>70.367.238</b>	<b>66.386.432</b>
<b><u>Total liabilities</u></b>		
Energy	11.317.934	9.114.680
Automotive	2.277.070	2.235.064
Consumer durables	3.132.364	3.490.457
Finance	31.911.507	30.482.233
Other	1.411.319	1.301.818
<b>Segment liabilities</b>	<b>50.050.194</b>	<b>46.624.252</b>
Liabilities held for sale	7.111	7.247
Deferred tax liabilities	806.061	828.828
Current income tax liabilities	194.600	144.059
<b>Total liabilities</b>	<b>51.057.966</b>	<b>47.604.386</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 4 - SEGMENT REPORTING (Continued)

e) Capital expenditures, depreciation and amortisation

	31 March 2010	31 March 2009
<u>Capital expenditures</u>		
Energy	65.175	136.994
Automotive	81.123	67.243
Consumer durables	35.928	33.317
Finance	9.943	13.929
Other	18.787	35.072
<b>Total capital expenditures</b>	<b>210.956</b>	<b>286.555</b>
<u>Depreciation and amortisation</u>		
Energy	90.872	82.565
Automotive	56.795	45.374
Consumer durables	47.146	46.688
Finance	21.566	22.736
Other	18.239	15.954
<b>Total depreciation and amortisation</b>	<b>234.618</b>	<b>213.317</b>

NOTE 5 - CASH AND CASH EQUIVALENTS

	<u>31 March 2010</u>			<u>31 December 2009</u>		
	Banking	Other	Total	Banking	Other	Total
Cash in hand	263.630	2.616	266.246	326.424	2.114	328.538
Cheques received	137	134.291	134.428	92	149.779	149.871
Banks						
- Demand deposits	149.209	713.369	862.578	132.969	525.076	658.045
- Time deposits	645.471	7.428.939	8.074.410	835.516	5.492.154	6.327.670
Money markets	573.415	-	573.415	790.730	-	790.730
Central banks						
- Reserve requirements	1.296.414	-	1.296.414	1.429.277	-	1.429.277
- Other balances	337.107	-	337.107	357.609	-	357.609
Other	1.677	51.064	52.741	1.265	55.617	56.882
	<b>3.267.060</b>	<b>8.330.279</b>	<b>11.597.339</b>	<b>3.873.882</b>	<b>6.224.740</b>	<b>10.098.622</b>

As of 31 March 2010, total long-term bank balances amount to TRY135.546 thousand (31 December 2009: TRY90.524 thousand).

As of 31 March 2010, total blocked deposits amount to TRY286.254 thousand (31 December 2009: TRY289.945 thousand).

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 6 - FINANCIAL ASSETS

	31 March 2010			31 December 2009		
	Short-term	Long-term	Total	Short-term	Long-term	Total
Financial assets at fair value						
through profit or loss	219.876	-	219.876	199.551	-	199.551
Available-for-sale financial assets	454.212	998.488	1.452.700	293.610	835.329	1.128.939
Held-to-maturity financial assets	1.800.221	4.568.497	6.368.718	1.478.173	5.199.618	6.677.791
	<b>2.474.309</b>	<b>5.566.985</b>	<b>8.041.294</b>	<b>1.971.334</b>	<b>6.034.947</b>	<b>8.006.281</b>

a) Financial assets at fair value through profit or loss

	31 March 2010			31 December 2009		
	Banking	Other	Total	Banking	Other	Total
<b>Debt securities:</b>						
Government bonds	32.497	19.283	51.780	9.492	23.365	32.857
Eurobond	47.860	16.400	64.260	50.054	16.644	66.698
Treasury bills	62.180	-	62.180	54.031	-	54.031
Other	1.258	27.301	28.559	8.155	26.444	34.599
	143.795	62.984	206.779	121.732	66.453	188.185
<b>Equity securities:</b>						
Listed	13.097	-	13.097	11.366	-	11.366
	<b>156.892</b>	<b>62.984</b>	<b>219.876</b>	<b>133.098</b>	<b>66.453</b>	<b>199.551</b>

b) Available-for-sale investments

	31 March 2010			31 December 2009		
	Banking	Other	Total	Banking	Other	Total
<b>Debt securities:</b>						
Government bonds	444.635	177.597	622.232	308.634	146.906	455.540
Eurobond	333.916	142.422	476.338	321.287	147.008	468.295
Treasury bills	142.368	-	142.368	24.627	-	24.627
Other	70.124	-	70.124	52.860	-	52.860
	991.043	320.019	1.311.062	707.408	293.914	1.001.322
<b>Equity securities:</b>						
Listed	13.369	39.627	52.996	12.142	36.773	48.915
Unlisted	39.297	49.345	88.642	41.869	36.833	78.702
	<b>1.043.709</b>	<b>408.991</b>	<b>1.452.700</b>	<b>761.419</b>	<b>367.520</b>	<b>1.128.939</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 6 - FINANCIAL ASSETS (Continued)

c) Held-to-maturity investments

	31 March 2010			31 December 2009		
	Banking	Other	Total	Banking	Other	Total
<b>Debt securities:</b>						
Government bonds	3.128.938	-	3.128.938	3.428.381	-	3.428.381
Eurobond	3.210.432	-	3.210.432	3.126.931	-	3.126.931
Treasury bills	29.348	-	29.348	104.684	-	104.684
Other	-	-	-	-	17.795	17.795
	<b>6.368.718</b>	<b>-</b>	<b>6.368.718</b>	<b>6.659.996</b>	<b>17.795</b>	<b>6.677.791</b>

The details of debt securities that are pledged under repurchase agreements are as follows:

	31 March 2010	31 December 2009
Financial assets at fair value through profit or loss	30.497	33.327
Held-to-maturity financial assets	973.060	696.718
	<b>1.003.557</b>	<b>730.045</b>

As of 31 March 2010, debt securities, amounting to TRY769.404 thousand, included in the financial assets are pledged to the CBRT, Istanbul Menkul Kıymetler Borsası Takas ve Saklama Bankası A.Ş., and to various banks as a guarantee (31 December 2009: TRY775.241 thousand).

NOTE 7 - TRADE RECEIVABLES AND PAYABLES

Trade receivables	31 March 2010	31 December 2009
Trade receivables	3.538.293	3.419.910
Notes and cheques receivables	1.143.416	1.436.784
Less: Provision for doubtful receivables	(189.993)	(191.094)
Due from related parties (Note 19)	159.235	135.346
	<b>4.650.951</b>	<b>4.800.946</b>
Short-term trade receivables	4.568.706	4.715.305
Long-term trade receivables	82.245	85.641
	<b>4.650.951</b>	<b>4.800.946</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 7 - TRADE RECEIVABLES AND PAYABLES (Continued)

Movement of provision for doubtful receivables is as follows:

	2010	2009
<b>Beginning of the period - 1 January</b>	<b>191.094</b>	<b>159.180</b>
Increase during the period	7.605	8.345
Collections	(6.015)	(3.518)
Currency translation differences	(2.691)	6.364
Additions to the scope of consolidation <sup>(1)</sup>	-	72
Acquisitions	-	72
<b>End of the period - 31 March</b>	<b>189.993</b>	<b>170.515</b>

<b>Trade payables</b>	<b>31 Mart 2010</b>	<b>31 Aralık 2009</b>
Trade payables	5.979.641	3.895.608
Notes payables	6.146	16.736
	5.985.787	3.912.344
Due to related parties (Note 19)	127.159	171.090
	<b>6.112.946</b>	<b>4.083.434</b>

(1) Related to the addition of Aygaz Toptan Satış and Aygaz İletim to the scope of consolidation.

NOTE 8 - LOANS AND ADVANCES TO CUSTOMERS

31 March 2010	Corporate and commercial loans	Consumer loans	Credit card receivables	Leasing receivables	Factoring receivables	Total
Performing loans	12.739.145	4.463.918	3.593.632	818.153	416.640	22.031.488
Watch listed loans	410.096	231.405	226.153	110.144	-	977.798
Loans under legal follow-up	529.215	316.568	314.577	158.656	4.035	1.323.051
<b>Gross</b>	<b>13.678.456</b>	<b>5.011.891</b>	<b>4.134.362</b>	<b>1.086.953</b>	<b>420.675</b>	<b>24.332.337</b>
Less: Provision for impairment	(654.916)	(218.588)	(412.303)	(84.783)	(8.929)	(1.379.519)
<b>Net</b>	<b>13.023.540</b>	<b>4.793.303</b>	<b>3.722.059</b>	<b>1.002.170</b>	<b>411.746</b>	<b>22.952.818</b>
Short-term loans and advances						12.454.370
Long-term loans and advances						10.498.448
						<b>22.952.818</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 8 - LOANS AND ADVANCES TO CUSTOMERS (Continued)

31 December 2009	Corporate and commercial loans	Consumer loans	Credit card receivables	Leasing receivables	Factoring receivables	Total
Performing loans	11.243.896	4.253.524	3.541.553	855.954	484.979	20.379.906
Watch listed loans	740.949	182.333	205.750	164.333	-	1.293.365
Loans under legal follow-up	620.376	357.011	401.944	142.117	4.087	1.525.535
<b>Gross</b>	<b>12.605.221</b>	<b>4.792.868</b>	<b>4.149.247</b>	<b>1.162.404</b>	<b>489.066</b>	<b>23.198.806</b>
Less: Provision for impairment	(731.846)	(260.078)	(518.632)	(80.708)	(8.795)	(1.600.059)
<b>Net</b>	<b>11.873.375</b>	<b>4.532.790</b>	<b>3.630.615</b>	<b>1.081.696</b>	<b>480.271</b>	<b>21.598.747</b>
Short-term loans and advances						11.855.533
Long-term loans and advances						9.743.214
						<b>21.598.747</b>

Movement of provision for impairment is as follows:

	2010	2009
<b>Beginning of the period - 1 January</b>	<b>1.600.059</b>	<b>853.457</b>
Provisions for loan losses	179.805	173.139
Recoveries of amounts previously provided	(179.348)	(33.966)
Disposals due to sale of non-performing loan portfolio	(220.735)	-
Write-off during the period as uncollectible	(891)	(806)
Currency translation differences	629	(418)
<b>End of the period - 31 March</b>	<b>1.379.519</b>	<b>991.406</b>

Net investment in finance leases is shown below:

	31 March 2010	31 December 2009
Gross investment in finance leases	1.008.396	1.062.310
Less: Unearned finance income	(190.243)	(206.356)
	<b>818.153</b>	<b>855.954</b>

Leasing receivables consist of rentals over the terms of leases. The rentals according to their maturities are as follows:

	31 March 2010	31 December 2009
2010	339.639	446.839
2011 and over	668.757	615.471
Less: Unearned finance income	(190.243)	(206.356)
	<b>818.153</b>	<b>855.954</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 9 - INVENTORIES

	31 March 2010	31 December 2009
Raw materials and supplies	1.889.026	1.205.073
Finished goods	1.075.808	1.044.102
Merchandise	844.369	877.528
Work in progress	475.804	326.919
Other inventories	7.747	13.174
Less: Provision for impairment	(91.336)	(105.796)
	<b>4.201.418</b>	<b>3.361.000</b>

NOTE 10 - PROPERTY, PLANT AND EQUIPMENT

	2010	2009
<b>As of 1 January</b>		
Cost	18.653.487	17.963.504
Accumulated depreciation	(8.023.948)	(7.579.849)
<b>Net book value</b>	<b>10.629.539</b>	<b>10.383.655</b>
<b>Net book value at the beginning of the period</b>	<b>10.629.539</b>	<b>10.383.655</b>
Acquisitions (Note 3)	-	15.205
Additions	176.435	232.435
Disposals	(33.874)	(17.916)
Transfers <sup>(1)</sup>	1.983	140
Additions to the scope of consolidation <sup>(2)</sup>	-	15.205
Currency translation differences	4.464	(5.545)
Current period depreciation	(200.189)	(185.631)
<b>Net book value at the end of the period</b>	<b>10.578.358</b>	<b>10.437.548</b>
<b>As of 31 March</b>		
Cost	18.827.533	18.180.335
Accumulated depreciation	(8.249.175)	(7.742.787)
<b>Net book value</b>	<b>10.578.358</b>	<b>10.437.548</b>

(1) Transferred from intangible assets.

(2) Related to the addition of Aygaz Toptan Satış and Aygaz İletim to the scope of consolidation.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 11 - INTANGIBLE ASSETS

	2010	2009
<b>As of 1 January</b>		
Cost	1.985.020	1.717.893
Accumulated amortisation	(665.127)	(531.904)
<b>Net book value</b>	<b>1.319.893</b>	<b>1.185.989</b>
<b>Net book value at the beginning of the period</b>	<b>1.319.893</b>	<b>1.185.989</b>
Acquisitions (Note 3)	-	137
Additions	34.521	54.120
Disposals	(2.004)	(203)
Transfers <sup>(1)</sup>	(1.983)	(140)
Additions to the scope of consolidation <sup>(2)</sup>	-	137
Currency translation differences	(10.310)	9.144
Current period amortisation	(34.061)	(27.406)
<b>Net book value at the end of the period</b>	<b>1.306.056</b>	<b>1.221.778</b>
<b>As of 31 March</b>		
Cost	2.004.974	1.779.721
Accumulated amortisation	(698.918)	(557.943)
<b>Net book value</b>	<b>1.306.056</b>	<b>1.221.778</b>

(1) Transferred to property, plant and equipment.

(2) Related to the addition of Aygaz Toptan Satış and Aygaz İletim to the scope of consolidation.

Total research and development expenditures incurred as of 31 March 2010 amount to TRY44.922 thousand (31 March 2009: TRY56.258 thousand).

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 12 - DEPOSITS

	31 March 2010			31 December 2009		
	Demand	Time	Total	Demand	Time	Total
<b>TRY deposits</b>						
Saving deposits	765.045	7.380.147	8.145.192	720.134	6.971.791	7.691.925
Commercial deposits	660.628	2.900.689	3.561.317	985.944	2.218.551	3.204.495
Deposits from banks	50.604	259.910	310.514	66.739	143.129	209.868
Funds deposited under repurchase agreements	-	60.458	60.458	-	65.054	65.054
	<b>1.476.277</b>	<b>10.601.204</b>	<b>12.077.481</b>	<b>1.772.817</b>	<b>9.398.525</b>	<b>11.171.342</b>
<b>Foreign currency deposits</b>						
Saving deposits	997.399	3.892.584	4.889.983	1.038.468	4.105.931	5.144.399
Commercial deposits	1.157.765	3.041.004	4.198.769	1.088.905	2.560.737	3.649.642
Deposits from banks	38.441	547.116	585.557	71.706	380.226	451.932
Funds deposited under repurchase agreements	-	713.993	713.993	-	554.291	554.291
	<b>2.193.605</b>	<b>8.194.697</b>	<b>10.388.302</b>	<b>2.199.079</b>	<b>7.601.185</b>	<b>9.800.264</b>
			<b>22.465.783</b>			<b>20.971.606</b>
Short-term deposits			22.155.523			20.626.473
Long-term deposits			310.260			345.133
			<b>22.465.783</b>			<b>20.971.606</b>

NOTE 13 - FINANCIAL LIABILITIES

	31 March 2010	31 December 2009
<b>Short-term financial liabilities</b>		
Bank borrowings	7.679.432	8.023.304
Debt securities in issue	316.765	440.534
Factoring payables	86.268	25.527
Leasing payables	2.312	2.678
	<b>8.084.777</b>	<b>8.492.043</b>
<b>Long-term financial liabilities</b>		
Bank borrowings	5.615.681	5.719.774
Debt securities in issue	799.720	704.443
Leasing payables	3.313	3.960
	<b>6.418.714</b>	<b>6.428.177</b>
	<b>14.503.491</b>	<b>14.920.220</b>

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 13 - FINANCIAL LIABILITIES (Continued)**

The details of the loans obtained in 2006 in order to finance the cost of acquisition of Tüpraş shares and to re-structure the Group's existing loans are given below:

- a loan from the consortium composed of JP Morgan Europe Limited and JP Morgan Chase Bank N.A. in an amount of USD950.000.000 with a maturity of 7 years which bears an interest rate of Libor+1,9;
- a loan from the consortium composed of Akbank T.A.Ş. Malta Branch, Türkiye Garanti Bankası A.Ş. Luxembourg Branch, Türkiye İş Bankası A.Ş. Bahrain Offshore Branch, Standard Bank Plc, Türkiye Vakıflar Bankası T.A.O. Bahrain Offshore Branch, Türkiye Halk Bankası A.Ş. in an amount of USD1.800.000.000 with a maturity of 10 years which bears an interest rate of Libor+2,3 until 2013 and an interest rate of Libor+2,8 afterwards.

Following the principal repayments regarding the loans detailed above, the borrowings decreased to USD1.426.569.265 as of 31 March 2010.

As of 31 March 2010, Yapı Kredi Bankası, a Joint Venture of the Group, has a securitisation borrowing deal from Standard Chartered Bank and Unicredit Markets and Investment Banking amounting to TRY770.003 thousand (31 December 2009: TRY871.880 thousand). The interest rate of this borrowing ranges between Euribor/Libor+0,18% and 0,35% and the maturity ranges between 7 and 8 years; the repayments began in the first period of 2010.

Yapı Kredi Bankası has obtained subordinated loans amounting to TRY1.056.871 thousand (EUR525.000.000) (31 December 2009: TRY1.112.012 thousand), with 10 years maturity and repayment option at the end of 5 years. These loans were borrowed from Merrill Lynch Capital Corporation (EUR250.000.000), Goldman Sachs International Bank (EUR175.000.000), and Citibank (EUR100.000.000) with UniCredit S.p.A. as guarantor. For the first 5 years, the interest rates of the loans are determined as Euribor+2%, Euribor+2,2% and Euribor+1,8%, respectively.

In 2009, Yapı Kredi Bankası provided syndication loans amounting to TRY311.566 thousand (USD68.000.000 and EUR105.300.000) (31 December 2009: TRY322.726 thousand) and TRY694.506 thousand (USD198.750.000 and EUR199.750.000) (31 December 2009: TRY716.056 thousand), which have interest rates of Libor+2,5% and Libor+2,25% respectively, with maturity dates in 2010.

In 2010, Koç Holding obtained a loan in the amount of approximately USD425.000.000, comprising two tranches of USD120.000.000 and EUR211.500.000 from a consortium including 21 financial institutions and to be used to meet various financing needs of Koç Group Companies. The principal repayment of this loan, the USD denominated part with 39-month maturity and the EUR denominated part with 27-month maturity, will be due at the maturity. For both USD and EUR parts of the loan, interest payment options are available monthly, quarterly or semi-annually and the interest rates, excluding charges, are determined as Libor+3,25% per annum for the USD portion and Euribor+2,75% per annum for the EUR portion.

In 2009, Koç Holding obtained a loan in the amount of approximately USD770.000.000, comprising two tranches of USD320.000.000 and EUR339.000.000, from a consortium including 14 financial institutions. Following the principal repayments, the outstanding balance of the related loans decreased to USD15.000.000 as of 31 March 2010 (31 December 2009: USD 742.000.000).

The redemption schedule of long-term financial liabilities is as follows:

	<b>31 March 2010</b>	<b>31 December 2009</b>
2011	974.963	1.569.162
2012	1.755.275	1.430.144
2013	1.004.118	761.413
2014	678.698	683.637
2015 and over	2.005.660	1.983.821
	<b>6.418.714</b>	<b>6.428.177</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 14 - TAX ASSETS AND LIABILITIES

	31 March 2010	31 December 2009
Current income tax liabilities		
Domestic	186.276	589.549
Foreign	8.324	8.681
Less: Prepaid corporate tax	-	(454.171)
<b>Current income tax liabilities (net)</b>	<b>194.600</b>	<b>144.059</b>
Deferred tax liabilities		
Domestic	795.834	782.740
Foreign	10.227	46.088
	<b>806.061</b>	<b>828.828</b>
Deferred tax assets		
Domestic	(525.303)	(501.145)
Foreign	(19.009)	(17.364)
	<b>(544.312)</b>	<b>(518.509)</b>
<b>Deferred tax liabilities (net)</b>	<b>261.749</b>	<b>310.319</b>

Turkish tax legislation does not permit a parent company, its subsidiaries and joint ventures to file a consolidated tax return. Therefore, tax liabilities, as reflected in these consolidated financial statements, have been calculated on a separate-entity basis.

The corporation tax rate is 20% in Turkey. Corporation tax is payable on the total income of the company after adjusting for certain disallowable expenses, exempt income and allowances.

Koç Holding, its Subsidiaries and Joint Ventures recognise deferred tax assets and liabilities based upon temporary differences arising between their financial statements prepared in accordance with CMB Financial Reporting Standards and their statutory financial statements. These temporary differences usually result in the recognition of revenue and expenses in different reporting periods for CMB Financial Reporting Standards and tax purposes.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 14 - TAX ASSETS AND LIABILITIES (Continued)

The principal tax rates (%) of the tax authorities in each country used to calculate deferred taxes as of 31 March 2010 are as follows:

Country	Tax rate	Country	Tax rate	Country	Tax rate
Germany	31,5	France	33,3	Hungary	16,0
Australia	30,0	The Netherlands	25,5	Norway	28,0
Austria	25,0	U.K.	28,0	Poland	19,0
Azerbaijan	20,0	Ireland	12,5	Romania	16,0
Czech Republic	21,0	Spain	30,0	Russia	20,0
China	25,0	Italy	37,3	Slovakia	19,0

The breakdown of cumulative temporary differences and deferred tax assets and liabilities provided using principal tax rates, are as follows:

	Cumulative temporary differences		Deferred tax assets/(liabilities)	
	31 March 2010	31 December 2009	31 March 2010	31 December 2009
Property, plant and equipment and intangible assets	4.433.685	4.492.635	(863.622)	(890.922)
Utilizable investment incentives	(1.283.133)	(1.277.235)	83.842	80.207
Provision for impaired loans	(547.715)	(514.681)	107.949	102.834
Provision for the Fund	(432.030)	(432.030)	86.406	86.406
Carryforward of unused tax losses	(345.563)	(334.261)	69.499	67.299
Provision for employment termination benefits	(331.017)	(328.002)	66.221	65.625
Warranty and assembly reserves	(211.816)	(202.809)	42.039	40.244
Unused research and development incentives	(144.285)	(135.067)	28.857	27.012
Inventories	(114.907)	(109.987)	22.995	21.964
Derivative financial instruments	(111.019)	21.753	20.973	(3.328)
Provision for lawsuits	(69.814)	(64.775)	13.963	12.955
Provision for unused vacation	(64.710)	(51.730)	12.877	10.279
Impairment of investments	(61.873)	(61.873)	12.230	12.230
Expense accruals (net)	(52.879)	(51.513)	9.479	10.303
Unearned credit finance income (net)	(34.617)	(22.430)	6.802	3.723
Deferred income	(23.785)	(34.550)	5.852	6.910
Provision for credit card bonus	(23.037)	(24.235)	4.608	4.894
Other (net)	(120.459)	(133.949)	7.281	31.046
<b>Deferred tax assets/(liabilities) (net)</b>			<b>(261.749)</b>	<b>(310.319)</b>

Net deferred tax assets and liabilities recognised in the Subsidiaries' and Joint Ventures' financial statements prepared in accordance with CMB Financial Reporting Standards, are separately classified under deferred tax assets and liabilities accounts in Koç Holding's consolidated balance sheet. Temporary differences and deferred tax assets and liabilities presented above, which are prepared on the basis of gross amounts, show the net deferred tax position.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 14 - TAX ASSETS AND LIABILITIES (Continued)

The details of carry forward tax losses and unused investment incentives which are not considered in the deferred tax calculation are as follows:

	31 March 2010	31 December 2009
Carry forward tax losses <sup>(1)</sup>	1.082.490	1.061.044
Unused investment incentives	284.695	345.932

(1) The expiration schedule of carry forward tax losses is as follows:

	31 March 2010	31 December 2009
2010	40.673	33.851
2011	136.722	152.971
2012	47.508	49.342
2013	650.149	667.438
2014	159.526	157.442
2015	47.912	-
	<b>1.082.490</b>	<b>1.061.044</b>

Movements of deferred tax assets and liabilities are as follows:

	2010	2009
<b>Beginning of the period - 1 January</b>	<b>(310.319)</b>	<b>(391.101)</b>
Charge to the income statement	48.293	10.903
Charge to the equity:		
- Financial assets fair value reserve	152	(1.252)
- Cumulative gain/(loss) on hedging	(2.468)	31
- Non-current assets revaluation fund	93	101
- Currency translation differences	2.500	(2.432)
Acquisitions (Note 3)	-	(564)
Additions to the scope of consolidation (*)	-	(564)
<b>End of the period - 31 March</b>	<b>(261.749)</b>	<b>(384.878)</b>

(\*) Related to the addition of Aygaz Toptan Satış and Aygaz İletim to the scope of consolidation.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 15 - DERIVATIVE FINANCIAL INSTRUMENTS

	<u>31 March 2010</u>		<u>31 December 2009</u>	
	Asset	Liability	Asset	Liability
Derivatives held for trading	206.517	191.442	311.929	161.765
Derivatives held for hedging	68.802	246.806	64.316	222.606
	<b>275.319</b>	<b>438.248</b>	<b>376.245</b>	<b>384.371</b>

Derivatives held for trading:

	<u>31 March 2010</u>			<u>31 December 2009</u>		
	<u>Contract amount</u>	<u>Fair values</u>		<u>Contract amount</u>	<u>Fair values</u>	
		Asset	Liability		Asset	Liability
Currency swaps	9.529.863	128.533	18.545	7.345.368	238.444	23.426
Option agreements	4.012.933	16.867	16.377	2.866.261	15.725	15.907
Interest rate swaps	3.136.464	45.226	124.125	5.148.430	34.567	92.964
Currency forwards	2.657.574	15.868	25.289	2.457.284	23.193	29.401
Commodity futures	258.233	23	7.106	4.062	-	67
	<b>19.595.067</b>	<b>206.517</b>	<b>191.442</b>	<b>17.821.405</b>	<b>311.929</b>	<b>161.765</b>

Derivatives held for hedging:

	<u>31 March 2010</u>			<u>31 December 2009</u>		
	<u>Contract amount</u>	<u>Fair values</u>		<u>Contract amount</u>	<u>Fair values</u>	
		Asset	Liability		Asset	Liability
Interest rate swaps	6.027.641	68.802	244.591	3.833.775	64.316	220.553
Currency forwards	326.949	-	2.215	511.537	-	2.053
	<b>6.354.590</b>	<b>68.802</b>	<b>246.806</b>	<b>4.345.312</b>	<b>64.316</b>	<b>222.606</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 16 - OTHER ASSETS AND LIABILITIES

a) Other current assets	31 March 2010	31 December 2009
Advances given	452.892	128.676
Value added tax receivables	282.720	285.823
Deposits and guarantees given	266.845	134.882
Prepaid expenses	265.291	208.570
Deductible tax and funds	215.438	227.352
Precious metals	92.789	94.460
Assets obtained as loan collaterals	51.300	53.942
Biological assets	44.588	37.710
Payments for credit card settlements	33.000	32.557
Interbank cheque clearing account	12.691	8.977
Other	196.633	135.665
	<b>1.914.187</b>	<b>1.348.614</b>
b) Other non-current assets	31 March 2010	31 December 2009
Prepaid expenses	334.050	281.006
Spare parts and materials	269.384	327.807
Advances given	39.785	54.736
Other	10.240	11.018
	<b>653.459</b>	<b>674.567</b>
c) Other current liabilities	31 March 2010	31 December 2009
Credit card payables	1.090.968	1.083.852
Advances received	246.691	205.914
Blocked accounts	224.022	138.805
Warranty and assembly provision	209.460	202.547
Import deposits and transfer orders	174.157	77.336
Accruals for sales and other marketing expenses	119.950	87.100
Provision for lawsuits	116.359	111.936
Provision for losses related to loan commitments (Note 20)	109.704	97.717
Deferred income	84.718	81.942
Payables to personnel and premium accruals	78.389	156.357
Dividend payables	78.266	-
Transitory accounts	65.447	49.171
Provision for unused vacation	65.226	57.306
Interbank cheque clearing account	54.750	93.938
Deposits and guarantees received	26.404	27.848
Provision for credit cards and promotion campaigns	23.037	24.235
Export commitment accruals	19.060	19.131
Provision for the non-core assets option agreement	18.706	18.726
Collaterals obtained for derivative transactions	17.924	51.279
Accruals for license expenses	15.810	15.567
Accrual for Energy Market Regulation Authority participation share	14.161	13.407
Provision for the advertising publication agreement	3.848	6.076
Other	589.117	499.025
	<b>3.446.174</b>	<b>3.119.215</b>

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira (“TRY”) unless otherwise indicated.)

**NOTE 16 - OTHER ASSETS AND LIABILITIES (Continued)**

<b>d) Other non-current liabilities</b>	<b>31 March 2010</b>	<b>31 December 2009</b>
Revenue share (*)	277.694	265.853
Deposits and guarantees received	57.466	56.705
Warranty provision	55.933	58.970
Government grants	47.898	56.703
Other	27.396	21.642
	<b>466.387</b>	<b>459.873</b>

(\*) Revenue share, that is collected by Tüpraş, in accordance with Petroleum Market Law and Liquefied Petroleum Gas (“LPG”) Market Regulation, is classified in “cash and cash equivalents” as demand deposits with special interest rates.

**NOTE 17 - EQUITY**

**Share Capital**

Koç Holding adopted the registered share capital system available to companies registered with the CMB and set a limit on its registered share capital representing registered type shares with a nominal value of Kr1. Koç Holding’s registered and issued share capital is as follows:

Limit on registered share capital (historical)	3.000.000
Issued share capital in nominal value	2.415.141

Companies in Turkey may exceed the limit on registered share capital in the event of the issuance of free capital shares to existing shareholders.

The shareholding structures of Koç Holding are as follows:

	<b>31 March 2010</b>		<b>31 December 2009</b>	
	<b>Share %</b>	<b>Amount</b>	<b>Share %</b>	<b>Amount</b>
Temel Ticaret ve Yatırım A.Ş.	42,39	1.023.794	42,39	1.023.794
Semahat Arsel	6,42	154.947	6,42	154.947
Suna Kıraç	5,25	126.764	5,25	126.764
Rahmi M. Koç	5,23	126.311	5,23	126.311
Mustafa V. Koç	3,20	77.271	3,20	77.271
Ali Y. Koç	3,05	73.747	3,05	73.747
İpek Kıraç	1,93	46.558	1,93	46.558
Ömer M.Koç	1,79	43.298	1,79	43.298
Rahmi M. Koç ve Mahdumları Maden, İnşaat, Turizm, Ulaştırma, Yatırım ve Ticaret A.Ş.	0,10	2.532	0,10	2.532
<b>Total Koç Family members and companies owned by Koç Family members</b>	<b>69,36</b>	<b>1.675.222</b>	<b>69,36</b>	<b>1.675.222</b>
Vehbi Koç Vakfi	7,15	172.767	7,15	172.767
Koç Holding Emekli ve Yardım Sandığı Vakfi	1,99	48.049	1,99	48.049
Other	21,50	519.103	21,50	519.103
<b>Paid-in share capital</b>	<b>100,00</b>	<b>2.415.141</b>	<b>100,00</b>	<b>2.415.141</b>
Adjustment to share capital (*)		967.288		967.288
<b>Total share capital</b>		<b>3.382.429</b>		<b>3.382.429</b>

(\*) “Adjustment to share capital” represents the restatement effect of cash and cash equivalent contributions to share capital measured in accordance with the CMB Financial Reporting Standards. “Adjustment to share capital” has no use other than being transferred to paid-in share capital.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 17 - EQUITY (Continued)

The analysis of shares by group is as follows:

<u>Group</u>	<u>Unit of shares</u>	<u>TRY'000</u>	<u>Nature of shares</u>
A	64.645.087.838	646.451	Registered
B	176.869.012.162	1.768.690	Registered
	<b>241.514.100.000</b>	<b>2.415.141</b>	

The Articles of Association ("the Articles") Koç Holding set out the following privileges for A-group shares:

1. In accordance with Article 11, pre-emptive rights not used by B-group shareholders, can be used by A-group shareholders within the terms of CMB Legislation.
2. In accordance with Article 25, A-group shareholders have two voting rights for each share owned at the General Assembly meeting (except for the resolutions to change the Articles).

**Revaluation Funds**

Increases/decreases of carrying amounts as a result of revaluations recognised directly in the equity are followed in the headings below:

	<b>31 March 2010</b>	<b>31 December 2009</b>
Financial assets fair value reserve	54.840	52.509
Cumulative losses on hedging	(71.587)	(85.152)
Non-current assets revaluation fund	14.871	18.460
<b>Total revaluation funds</b>	<b>(1.876)</b>	<b>(14.183)</b>

The movements in the revaluation funds are presented in the statements of changes in equity.

**Restricted Reserves**

The details of the restricted reserves are as follows:

	<b>31 March 2010</b>	<b>31 December 2009</b>
Legal reserves	140.217	140.217
Special reserves	2.129.595	2.129.595
<b>Total</b>	<b>2.269.812</b>	<b>2.269.812</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 18 - FINANCIAL INCOME/EXPENSES

	31 March 2010	31 March 2009
<b>Financial income</b>		
Foreign exchange gains	235.850	518.842
Interest income	120.464	89.655
Credit finance income	26.940	92.361
Gains on derivative financial instruments	8.362	18.102
Other financial income	2.349	1.078
	<b>393.965</b>	<b>720.038</b>
<b>Financial expenses</b>		
Foreign exchange losses	(298.072)	(894.828)
Interest expenses	(130.797)	(281.613)
Credit finance charges	(20.807)	(24.557)
Losses on derivative financial instruments	(7.277)	(27.624)
Other financial expenses	(8.714)	(4.285)
	<b>(465.667)</b>	<b>(1.232.907)</b>

NOTE 19 - RELATED PARTY DISCLOSURES

a) Related party balances

	31 March 2010			31 December 2009		
	Joint Ventures	Other	Total	Joint Ventures	Other	Total
Cash and cash equivalents	612.597	-	612.597	1.103.581	-	1.103.581
Trade receivables	137.028	22.207	159.235	107.427	27.919	135.346
Trade payables	100.954	26.205	127.159	141.968	29.122	171.090
Loans and advances to customers	29.137	10.610	39.747	26.400	13.958	40.358
Deposits	31.277	634.784	666.061	57.613	730.828	788.441
Financial liabilities	507.023	-	507.023	430.496	-	430.496

b) Related party transactions

	31 March 2010			31 March 2009		
	Joint Ventures	Other	Total	Joint Ventures	Other	Total
Sales of goods and services	233.203	16.647	249.850	239.578	4.442	244.020
Purchases of goods and services	219.558	20.272	239.830	155.533	56.677	212.210

c) Key management compensation

Total compensation provided to key management personnel by Koç Holding for the three months period ended 31 March 2010 amounts to TRY2.161 thousand (31 March 2009: TRY1.752 thousand).

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 20 - COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES**

There has been no significant changes related to the contingent assets and liabilities of the Group during the interim period ended 31 March 2010.

**a) Finance sector**

**Credit related commitments**

	<b>31 March 2010</b>	<b>31 March 2009</b>
Letters of guarantee		
- Foreign currency	3.842.625	3.522.557
- TRY	3.229.558	2.900.668
Letter of credits	88.375	75.858
Acceptance credits	1.636.248	1.369.118
Other	207.217	219.171
	9.004.023	8.087.372
Less: Provisions (Note 16.c)	(109.704)	(97.717)
	<b>8.894.319</b>	<b>7.989.655</b>

**Custody services**

The financial assets held in a fiduciary capacity are not included in these interim condensed consolidated financial statements and amount to TRY13.266.844 thousand as of 31 March 2010 (31 December 2009: TRY12.811.713 thousand).

**b) Non-finance sectors**

	<b>31 March 2010</b>	<b>31 December 2009</b>
Guarantees given	3.169.192	3.669.744
Mortgages given	-	77.694
Guarantees taken	3.139.410	3.127.482
Mortgages taken	1.650.729	1.654.229

**c) Collaterals/pledges/mortgages ("CPM") position of the Parent Company Koç Holding**

	<b>31 March 2010</b>	<b>31 December 2009</b>
A. CPM's given in the name of its own legal personality	91.866	170.626
B. CPM's given on behalf of the fully consolidated companies (*)	393.659	608.750
C. CPM's given on behalf of third parties for ordinary course of business (*)	254.271	508.724
D. Total amount of other CPM's given	-	-
i) Total amount of CPM's given on behalf of the majority shareholder	-	-
ii) Total amount of CPM's given to on behalf of other group companies which are not in scope of B and C.	-	-
iii) Total amount of CPM's given on behalf of third parties which are not in scope of C.	-	-
	<b>739.796</b>	<b>1.288.100</b>

(\*) Includes the commitments given regarding to the loan obtained for the main operations of the Parent Company, Koç Holding, from a consortium including 21 financial institutions that is intended to meet various financing needs of Koç Group companies (Subsidiaries and Joint Ventures) (Note 13).

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 21 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**

**Financial Instruments and Financial Risk Management**

There has been no significant change in the Group's financial risk policies and credit risk management applications during the interim period ended 31 March 2010.

**A) Credit Risk**

The maximum exposure of the Group's financial assets to credit risk is as follows:

<b>31 March 2010</b>	<b>Trade receivables</b>	<b>Loans and advances to customers</b>	<b>Cash and cash equivalents</b>	<b>Financial assets</b>	<b>Derivative financial instruments</b>
<b>Maximum exposure to credit risk as of reporting date (A+B+C+D+E)</b>	<b>4.650.951</b>	<b>22.952.818</b>	<b>11.597.339</b>	<b>7.886.559</b>	<b>275.319</b>
A. Net book value of neither past due nor impaired financial assets	4.210.264	21.254.691	11.597.339	7.886.559	275.319
B. Net book value of restructured financial assets	57.976	29.674	-	-	-
C. Net book value of past due but not impaired financial assets	338.111	1.724.919	-	-	-
D. Net book value of impaired assets	44.600	283.125	-	-	-
- Gross amount	234.593	1.323.053	-	-	-
- Impairment	(189.993)	(1.039.928)	-	-	-
- Secured with guarantees	40.509	263.012	-	-	-
E. Collective provision for impairment (-)	-	(339.591)	-	-	-

<b>31 December 2009</b>	<b>Trade receivables</b>	<b>Loans and advances to customers</b>	<b>Cash and cash equivalents</b>	<b>Financial assets</b>	<b>Derivative financial instruments</b>
<b>Maximum exposure to credit risk as of reporting date (A+B+C+D+E)</b>	<b>4.800.946</b>	<b>21.598.747</b>	<b>10.098.622</b>	<b>7.867.298</b>	<b>376.245</b>
A. Net book value of neither past due nor impaired financial assets	4.092.957	19.584.535	10.098.622	7.867.298	376.245
B. Net book value of restructured financial assets	124.909	34.743	-	-	-
C. Net book value of past due but not impaired financial assets	539.175	2.053.993	-	-	-
D. Net book value of impaired assets	43.905	233.846	-	-	-
- Gross amount	234.999	1.525.535	-	-	-
- Impairment	(191.094)	(1.291.688)	-	-	-
- Secured with guarantees	43.469	379.075	-	-	-
E. Collective provision for impairment (-)	-	(308.371)	-	-	-

As of 31 March 2010, neither past due nor impaired trade receivables amounting to TRY2.041.227 thousand (31 December 2009: TRY2.179.954 thousand) and past due but not impaired trade receivables amounting to TRY545.675 thousand (31 December 2009: TRY211.664 thousand) have been secured with guarantees.

As of 31 March 2010, the fair value of guarantees taken related to watch listed loans and loans under legal follow-up amount to TRY661.707 thousand (31 December 2009: TRY788.007 thousand).

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

**NOTE 21 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)**

**B) Foreign Exchange Risk**

Assets and liabilities denominated in foreign currency held by the Group before consolidation adjustments are as follows:

	<b>31 March 2010</b>	<b>31 December 2009</b>
Assets	22.750.144	21.619.519
Liabilities	(26.183.787)	(25.219.656)
<b>Net balance sheet position</b>	<b>(3.433.643)</b>	<b>(3.600.137)</b>
<b>Off-balance sheet derivative instruments net position</b>	<b>20.055</b>	<b>968.225</b>
<b>Net foreign currency position</b>	<b>(3.413.588)</b>	<b>(2.631.912)</b>

Tüpraş, a Subsidiary of the Group, manages its foreign currency risk resulting from its net financial liabilities by reflecting the effects of the changes in foreign currencies to its selling prices of petroleum products. As of 31 March 2010, Tüpraş has raw materials and petroleum products amounting to TRY1.895.250 thousand (31 December 2009: TRY1.232.460 thousand).

In addition, the repayment obligation related to the loans of Tofaş, a Joint Venture of the Group, obtained for investment purposes, is guaranteed by Fiat Auto S.p.A and Fiat and Peugeot Citroen Automobiles S.A. (the "Purchasers") through future purchases. Accordingly, the exposure to foreign exchange and interest rate risks are undertaken by the Purchasers. Therefore, the net foreign currency liability position should be considered as TRY323.299 thousand lower when assessing foreign exchange risk (31 December 2009: TRY340.223 thousand).

As of 31 March 2010 and 2009, had the EUR and USD appreciated/depreciated by 10% against TRY with all other variables held constant, profit before tax and minority interests would have been TRY341.358 thousand (31 March 2009: TRY380.812 thousand) lower/higher as detailed in the table below, mainly as a result of foreign exchange losses/gains on the translation of the foreign exchange position. The net effect of the aforementioned foreign exchange losses/gains on net profit/equity attributable to the equity holders of the parent is approximately TRY166.670 thousand.

<b>31 March 2010</b>	<b>USD</b>	<b>EUR</b>	<b>Other</b>	<b>Total</b>
Foreign currency net asset/liability	145.733	242.027	(44.396)	343.364
Hedged items	197.535	(207.337)	7.796	(2.006)
<b>Net effect</b>	<b>343.268</b>	<b>34.690</b>	<b>(36.600)</b>	<b>341.358</b>
<b>31 March 2009</b>	<b>USD</b>	<b>EUR</b>	<b>Other</b>	<b>Total</b>
Foreign currency net asset/liability	303.666	94.790	(49.670)	348.786
Hedged items	85.999	(71.209)	17.237	32.026
<b>Net effect</b>	<b>389.665</b>	<b>23.581</b>	<b>(32.433)</b>	<b>380.812</b>

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 21 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

	31 March 2010			
	USD	EUR	Other	Total
<b>Assets:</b>				
Cash and cash equivalents	3.430.688	2.185.890	280.517	5.897.095
Financial assets	3.648.862	621.193	69.793	4.339.848
Trade receivables	515.291	1.175.210	213.411	1.903.912
Loans and advances to customers	5.948.444	3.270.378	306.007	9.524.829
Inventories	41.227	221.534	195.402	458.163
Deferred tax assets	-	1.272	17.737	19.009
Other assets	211.471	279.463	116.354	607.288
<b>Total assets</b>	<b>13.795.983</b>	<b>7.754.940</b>	<b>1.199.221</b>	<b>22.750.144</b>
<b>Liabilities:</b>				
Deposits	6.263.777	4.048.539	468.793	10.781.109
Financial liabilities	4.712.238	4.975.269	92.179	9.779.686
Trade payables	3.629.022	617.438	61.649	4.308.109
Insurance technical reserves	124.148	25.661	-	149.809
Current income tax liabilities	-	1.567	6.757	8.324
Provisions for employee benefits	-	2.352	1.333	3.685
Deferred tax liabilities	-	3.637	6.590	10.227
Other liabilities	524.135	500.743	117.960	1.142.838
<b>Total liabilities</b>	<b>15.253.320</b>	<b>10.175.206</b>	<b>755.261</b>	<b>26.183.787</b>
<b>Net balance sheet position</b>	<b>(1.457.337)</b>	<b>(2.420.266)</b>	<b>443.960</b>	<b>(3.433.643)</b>
Derivative financial assets	5.356.988	2.761.244	292.080	8.410.312
Derivative financial liabilities	(7.332.336)	(687.877)	(370.044)	(8.390.257)
<b>Off-balance sheet derivative instruments net position</b>	<b>(1.975.348)</b>	<b>2.073.367</b>	<b>(77.964)</b>	<b>20.055</b>
<b>Net foreign currency position</b>	<b>(3.432.685)</b>	<b>(346.899)</b>	<b>365.996</b>	<b>(3.413.588)</b>
Net foreign currency monetary position	(3.473.912)	(568.433)	170.594	(3.871.751)
Fair value of currency derivatives held for hedging	1.075	1.140	-	2.215
Hedged foreign currency liabilities	317.819	9.130	-	326.949

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 21 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

	31 December 2009			
	USD	EUR	Other	Total
<b>Assets:</b>				
Cash and cash equivalents	2.800.382	2.314.322	320.165	5.434.869
Financial assets	3.502.079	723.770	72.042	4.297.891
Trade receivables	400.694	1.277.679	273.459	1.951.832
Loans and advances to customers	5.562.861	3.242.056	293.139	9.098.056
Inventories	44.210	158.527	169.392	372.129
Deferred tax assets	-	1.247	16.117	17.364
Other assets	133.996	196.999	116.383	447.378
<b>Total assets</b>	<b>12.444.222</b>	<b>7.914.600</b>	<b>1.260.697</b>	<b>21.619.519</b>
<b>Liabilities:</b>				
Deposits	6.350.918	3.796.218	468.559	10.615.695
Financial liabilities	4.974.282	5.423.287	106.337	10.503.906
Trade payables	2.394.094	571.760	57.290	3.023.144
Insurance technical reserves	132.468	27.757	-	160.225
Current income tax liabilities	-	1.105	13.578	14.683
Provisions for employee benefits	-	2.477	1.155	3.632
Deferred tax liabilities	-	37.820	8.268	46.088
Other liabilities	425.949	343.478	82.856	852.283
<b>Total liabilities</b>	<b>14.277.711</b>	<b>10.203.902</b>	<b>738.043</b>	<b>25.219.656</b>
<b>Net balance sheet position</b>	<b>(1.833.489)</b>	<b>(2.289.302)</b>	<b>522.654</b>	<b>(3.600.137)</b>
Derivative financial assets	5.607.509	2.208.629	177.119	7.993.257
Derivative financial liabilities	(6.312.676)	(416.473)	(295.883)	(7.025.032)
<b>Off-balance sheet derivative instruments net position</b>	<b>(705.167)</b>	<b>1.792.156</b>	<b>(118.764)</b>	<b>968.225</b>
<b>Net foreign currency position</b>	<b>(2.538.656)</b>	<b>(497.146)</b>	<b>403.890</b>	<b>(2.631.912)</b>
Net foreign currency monetary position	(2.582.866)	(655.673)	234.498	(3.004.041)
Fair value of currency derivatives held for hedging	1.925	128	-	2.053
Hedged foreign currency liabilities	273.771	8.195	-	281.966

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 21 - FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)

Import and export details

	31 March 2010	31 March 2009
<b>Export</b>		
EUR	1.303.574	913.471
USD	1.159.226	620.493
Other	140.739	96.899
	<b>2.603.539</b>	<b>1.630.863</b>
<b>Import</b>		
EUR	881.361	466.135
USD	4.431.052	2.793.808
Other	8.581	4.996
	<b>5.320.994</b>	<b>3.264.939</b>

NOTE 22 - EARNINGS PER SHARE

	31 March 2010	31 March 2009
<b>Earnings per share:</b>		
Profit for the period	647.903	47.076
Profit attributable to minority interest	(289.114)	(44.273)
Profit attributable to equity holders of the parent	358.789	2.803
Weighted average number of shares with nominal value TRY1 each	2.415.141.000	2.415.141.000
<b>Earnings per share (TRY)</b>	<b>0,149</b>	<b>0,001</b>

The calculation of earnings per share of prior periods has been adjusted retrospectively due to the issuance of bonus shares in 2009.

CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)

KOÇ HOLDİNG A.Ş.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

NOTE 23 - SUPPLEMENTARY CASH FLOW INFORMATION

Supplementary information for the details included in the interim condensed consolidated cash flow statements for the interim periods ended 31 March 2010 and 2009 is as follows:

	31 March 2010	31 March 2009
<b>Changes in provisions:</b>		
Sales and customer premiums accruals	32.850	43.582
Provision for warranty and assembly	3.876	(2.784)
Insurance technical reserves	6.740	(7.295)
Provision for loans and doubtful receivables	187.410	187.584
Provision for employment termination benefits	2.981	3.419
Provision for impairment on inventories	2.395	(65.545)
	<b>236.252</b>	<b>158.961</b>
<b>Add back net interest income:</b>		
Non-finance sector interest income	(120.464)	(89.655)
Finance sector interest income	(812.717)	(1.069.225)
Non-finance sector interest expenses	130.797	281.613
Finance sector interest expenses	374.134	486.767
	<b>(428.250)</b>	<b>(390.500)</b>
<b>Net changes in the operating assets and liabilities:</b>		
Inventories	(842.813)	411.669
Trade receivables	142.390	167.990
Other assets	(441.584)	78.806
Trade payables	2.029.512	(218.350)
Other liabilities	272.398	294.491
Financial assets	(20.207)	13.076
	<b>1.139.696</b>	<b>747.682</b>
<b>Changes in finance segment assets and liabilities:</b>		
Long-term cash and cash equivalents	(45.022)	35.808
Reserve deposits at the central banks and blocked deposits	136.554	812.163
Loans and advances to customers	(1.533.876)	(201.163)
Deposits	1.494.177	614.282
Financial assets	(14.806)	(357.003)
	<b>37.027</b>	<b>904.087</b>
	<b>1.176.723</b>	<b>1.651.769</b>
<b>Cash and cash equivalents:</b>		
Cash and cash equivalents	11.597.339	8.702.978
Cash and cash equivalents held for sale	11.833	18.584
Less: Long-term bank deposits	(135.546)	(168.156)
Less: Reserve deposits with the central banks	(1.296.414)	(884.608)
Less: Blocked deposits	(286.254)	(311.813)
	<b>9.890.958</b>	<b>7.356.985</b>

**CONVENIENCE TRANSLATION OF INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS ORIGINALLY ISSUED IN TURKISH (NOTE 2.6)**

**KOÇ HOLDİNG A.Ş.**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE INTERIM PERIOD ENDED 31 MARCH 2010**

(Amounts expressed in thousands of Turkish Lira ("TRY") unless otherwise indicated.)

---

**NOTE 24 - EVENTS AFTER THE BALANCE SHEET DATE**

- i) It was resolved at Koç Holding's Ordinary General Assembly Meeting held on 21 April 2010 to distribute TRY310.000 thousand as first and second level dividend to shareholders, TRY10.838 thousand to Koç Holding Emekli ve Yardım Sandığı Vakfı, and TRY38.876 thousand to the holders of dividend right certificates as cash dividends (gross=net). Related cash dividend payments were completed as of 5 May 2010.
- ii) Yapı Kredi Bankası, a Joint Venture of the Group, has obtained a syndication loan facility from a consortium including 51 banks from 19 countries comprising two tranches of USD162.000.000 and EUR258.000.000 with 1 year maturity and interest rates of Libor+1,50% and Euribor+1,50%, respectively. Loan agreement is signed on 21 April 2010.

.....