



Date : 26 March 2010

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Subject : Board Resolution on the General Assembly Meeting

Date of the Board Resolution	:	26 March 2010
Type of General Assembly	:	Ordinary
Relevant Period	:	2009
Date	:	21 April 2010
Time	:	16:00
Address	:	Nakkaştepe, Azizbey Sokak No.1 Kuzguncuk, İstanbul

### AGENDA OF KOÇ HOLDİNG A.Ş. ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON

#### 21 APRIL 2010

1. Opening and election of the Presiding Committee.
2. Reading of and deliberations on the Board of Directors' Report, Auditors' Report and the independent audit report of Independent External Audit Company Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) on the activities and accounts of the year 2009, approval of Board Directors' proposal about the Balance Sheet and the Income Statement for the year 2009, approval after modification or rejection.
3. Further to Turkish Commercial Code Article 315, approval of the changes that took place in the Board of Directors during the year.
4. Discharge from liability of the Members of the Board of Directors and Auditors in respect of the duties performed during the year 2009.
5. Resolution on the proposed changes to Koç Holding Articles of Association (Article 4: "Subject"; Article 7: "Transactions Related to the Immovables and Other Values"; Article 8: "Capital"; Article 32: "Distribution of Profit" and the "Provisional Article" provided that the requisite approvals have been obtained from the Capital Markets Board and the Ministry of Industry and Commerce.
6. Informing our shareholders about the "Dividend Policy" in accordance with the Corporate Governance Principles.
7. Approval, approval after modification or rejection of the Board of Directors' proposal concerning the distribution of profit for 2009.
8. Informing our shareholders about the "Disclosure Policy" prepared as per the Capital Markets Board legislation.
9. Informing our shareholders, as per Capital Markets Board Resolution no 28/780 dated 09.09.2009, about the details of collaterals, mortgages and pledges given.
10. Approval of the independent external audit company selected by the Board of Directors, as per the Capital Markets Board communiqué on Independent Audit Standards in the Capital Markets.



11. Resolution on the number of Board of Directors' members and their term of office. Election of members according to the set number.
12. Resolution on the number of auditors and election of auditors according to the set number.
13. Determination of the monthly gross remuneration of the members of the Board of Directors and Auditors.
14. Informing the General Assembly on the donations and the support provided by the Company to foundations and associations in 2009 with the purpose of social responsibility.
15. Proposal to grant permission to the members of the Board of Directors to perform the transactions that fall within the scope of activities of the Company directly or on behalf of others, and to become shareholders in companies performing such transactions, and to conduct other transactions as set forth in Articles 334 and 335 of the Turkish Commercial Code.
16. Authorization of the Presiding Committee to sign the minutes of the General Assembly.
17. Wishes.

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

1. Opening and election of the Presiding Committee.
2. Approval of the resolutions of the General Assembly Meeting dated 21 April 2010.
3. Authorization of the Presiding Committee to sign the meeting minutes.

### **ADDITIONAL INFORMATION**

Koç Holding's 2009 Ordinary General Assembly Meeting will convene on April 21, 2010 at 16.00 at Koç Holding headquarters located at Azizbey Sok No.1 Kuzguncuk - Üsküdar, Istanbul. A Group preferred shareholders' General Assembly Meeting will convene on April 21, 2010 at 16.45 at the same address.

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

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



## Koç Holding A.Ş. Announcement

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Koç Holding shares have been divided into two groups as Group A and B. Each Group A share is entitled to 2 votes at the General Assembly Meeting. 64,645,087,838 Group A shares represent 26.77% of the paid-in capital and 176,869,012,162 Group B shares, each of which is entitled to 1 vote represent 73.23% of the paid-in capital.

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