



Date : 16 March 2011

From : Koç Holding A.Ş. Investor Relations
Tel : +90 216 531 0535 or +90 216 531 0537
e-mail : investorrelations@koc.com.tr

Subject : Board Resolution on the Distribution of Dividend

Date of the Board of Directors Resolution	:	16.03.2011
Fiscal Period Concerning the Proposed Dividend Distribution	:	2010
Amount of Dividend Proposed for Distribution in the Form of Securities (TL)	:	0
Dividend Proposed for Distribution in the Form of Securities as % of the Capital	:	0
Amount of Gross Dividend Proposed for Distribution in the Form of Cash (TL)	:	550,000,000
Cash Dividend to be Distributed for Each Traded Share with 1 TL Nominal Value	:	
	Gross (TL)	0.2277
	Net (TL)	0.2169
Proposed Distribution Date	:	14.04.2011

Our Board of Directors resolved in their meeting dated 16 March 2011 to propose to the Ordinary General Assembly that will be held on 7 April 2011, the distribution of net income for 2010 as per Article 32 of our Articles of Association, as detailed in the attached table. It was also resolved to propose 14 April 2011 as the starting date of dividend distribution.

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.



KOÇ HOLDİNG A.Ş. Profit Distribution for 2010 (TL)		
1 Paid-in share capital		2,415,141,000
2 Total legal reserves (as per statutory records)		152,816,838
Information concerning preferred shares, if, as per the company Articles of Association, there are any exceptions for preferred shares in distribution of dividend		
	As per Capital Markets Board	As per Statutory Records
3 Profit for the period	2,129,025,000.00	361,693,372.92
4 Taxes (-)	394,546,000.00	7,336,050.33
5 Net profit (=)	1,734,479,000.00	354,357,322.59
6 Prior years' losses (-)	0.00	0.00
7 First series of legal reserve fund (-)	17,717,866.13	17,717,866.13
8 NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	1,716,761,133.87	336,639,456.46
9 Grants made during the year to tax exempt foundations and associations (+)	845,563.00	
10 Net distributable profit including grants, as the first level dividend base	1,717,606,696.87	
11 First level dividend to shareholders	343,521,339.37	
Cash	343,521,339.37	
Shares	0.00	
Total	343,521,339.37	
12 Dividends distributed to preferred shareholders	0.00	
13 Dividends distributed to members of the Board of Directors, employees, etc. (Koç Holding Pension and Assistance Foundation)	6,500,000.00	
14 Dividends distributed to holders of usufruct right certificates	47,880,122.52	
15 Second dividend to shareholders	206,478,660.63	
16 Second series of legal reserve fund	0.00	
17 Status reserves	0.00	
18 Special reserves	0.00	
19 EXTRAORDINARY RESERVES	1,112,381,011.35	99,005,494.41
20 Other sources planned for distribution	0.00	366,746,160.47
Prior years' income	0.00	0.00
Extraordinary reserves	0.00	366,746,160.47
Other distributable reserves as per the legislation and Articles of Association	0.00	0.00



INFORMATION ON DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
			AMOUNT (TL)	SHARE (%)
GROSS	A	147,216,242.49	0.2277	22.7730%
	B	402,783,757.51	0.2277	22.7730%
	TOTAL	550,000,000.00		
NET	A	147,216,242.49	0.2277	22.7730%
	B	383,677,029.71	0.2169	21.6927%
	TOTAL	530,893,272.21		
THE RATIO OF DISTRIBUTED PROFIT TO THE DISTRIBUTABLE PROFIT INCLUDING GRANTS				
TOTAL DISTRIBUTION TO SHAREHOLDERS (TL)	THE RATIO OF DISTRIBUTED PROFIT TO THE DISTRIBUTABLE PROFIT INCLUDING GRANTS (%)			
550,000,000.00	32.02%			

Dividends are allocated equally among all shares existing in the respective fiscal period.

TL 597,880,122.52, which is the total of dividends and usufruct right certificates, will be paid out from the following:

- TL 366,746,160.47 from the extraordinary reserves corresponding to tax exempt portion,
- TL 42,057,606.27 from current year's tax exempt statutory income,
- TL 189,076,355.78 from current year's taxable statutory income.

The portion that corresponds to taxable income will be subject to withholding tax.

All A Group shareholders are full fledged tax payer individuals. The calculations have been based on the assumption that B Group shareholders are subject to withholding tax.