



## Koç Holding Announcement

**Date of Announcement** : 19 March 2009

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**Subject** : Profit distribution proposal

Our Board of Directors resolved in their meeting dated 19 March 2009 to submit the following profit distribution proposal to the General Assembly which will be held on 15 April 2009.

Based on the financial statements which were prepared by Koç Holding A.Ş. in compliance with IFRS principles for the financial period of 1 January – 31 December 2008, after the deduction of TL 47,019,781.40, 5% legal reserve fund deducted pursuant to Article 466 of Turkish Commercial Code, a distributable profit of TL 1,976,534,976.60 was generated as per Capital Markets Legislation. After adding TL 183,111.50 donations made to tax exempt foundations and associations during the year, TL 1,976,718,088.10 was reached as the base for first dividends. As per legal records, after the deduction of TL 47,019,781.40, 5% legal reserve fund deducted pursuant to Article 466 of Turkish Commercial Code, and offsetting previous years' losses of TL 10,640,839.33, a distributable profit of TL 893,375,846.65 was generated.

According to the provisions of the Capital Market Legislation and our Company's Articles of Association, the proposed distribution of the distributable profit shall be as follows:

TL 395,343,617.62	as first dividend to the shareholders
TL 56,277,123.05	for owners of dividend right certificates pursuant to the article 32/d of our Articles of Association.
TL 15,351,161.38	for Koç Holding Pension and Support Foundation pursuant to the article 32/c of our Articles of Association, (as in 1% and after the reductions made for the deductions paid during the year),
TL 7,179,882.38	as second dividend to the shareholders

It will also be proposed to allocate the remaining balance of TL 419,224,062.22 as per the legal records, as contingency reserves and to distribute the total dividend of TL 402,523,500.00, which consists of TL 395,343,617.62 first dividend and TL 7,179,882.38 second dividend that are required to be allocated pursuant to the CMB legislation, in the form of bonus shares instead of a cash dividend by adding it into the company's capital. It will also be proposed that the payments allocated to the owners of dividend right certificates to be covered from the profits obtained from exceptional current year profits and the payments allocated to the Koç Holding Pension and Support Foundation to be covered from the part corresponding to the unexceptional profits (gross=net) and the payment date to be set as 4 May 2009.

The profit distribution table has been provided below.

We hereby declare that our above statement is in conformity with the principles included in the Capital Market Board's Communiqué, Serial VIII No.39, 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.



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Koc Holding A.S. 2008 Distribution of Profit		
1	Paid-in share capital	2,012,617,500
2	Total legal reserves (as per legal records)	92,485,848
		<b>As per Capital Markets Board</b>
3	Profit	2,609,632,253.00
4	Taxes (-)	586,077,495.00
5	Net profit	2,023,554,758.00
6	Prior years' loss (-)	0.00
7	First series of legal reserve fund (-)	47,019,781.40
8	Net distributable profit for the period	1,976,534,976.60
9	Donations (+)	183,111.50
	Net distributable profit including donations for the calculation of first dividend	1,976,718,088.10
10	Net distributable profit including donations for the calculation of first dividend	1,976,718,088.10
11	First dividend to shareholders	395,343,617.62
	Cash	0.00
	Bonus	395,343,617.62
	Total	395,343,617.62
12	Dividends to preferred shareholders	0.00
	Dividends to BoD members, employees, etc. (Koç Holding Pension & Assistance Foundation)	15,351,161.38
13	Dividends to dividend-right certificates	56,277,123.05
14	Second dividend to shareholders	7,179,882.38
15	Second series of legal reserve fund	0.00
16	Status reserves	0.00
17	Special reserves	0.00
18	Extraordinary reserves	1,502,383,192.17
19	Other sources planned for distribution	0.00
20	Prior years' income	0.00
	Extraordinary reserves	0.00
	Other distributable reserves as per the Regulations and Articles of Association	0.00

Dividend Per Share				
	Group	Total dividend	Dividend per share with 1 YTL nominal value	
			YTL Amount	Share (%)
Gross	A	107,741,813.06	0.2000	20.0000
	B	294,781,686.94	0.2000	20.0000
	TOTAL	402,523,500.00		
Net	A	107,741,813.06	0.2000	20.0000
	B	294,781,686.94	0.2000	20.0000
	TOTAL	402,523,500.00		

The ratio of distributed profit to the distributable profit including donations	
Total distribution to shareholders (YTL)	The ratio of distributed profit to the distributable profit including donations (%)
402,523,500.00	20.4

The entire dividend distribution will be made in the form of bonus shares.  
In accordance with the dividend distribution policy, the dividends are allocated equally among all the shares existing in the respective fiscal period.