

**AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF
KOÇ HOLDING A.Ş. TO BE HELD ON 5 APRIL 2016**

1. Opening and election of the Chairmanship Committee,
2. Presentation for discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2015,
3. Presentation of the summary of the Independent Audit Report for the year 2015,
4. Presentation for discussion and approval of the Financial Statements of the Company for the year 2015,
5. Release of each member of the Board of Directors from liability for the Company's activities for the year 2015,
6. Approval, amendment and approval, or disapproval of the Board of Directors' proposal on the distribution of profits for the year 2015 and the distribution date,
7. Approval, amendment and approval, or disapproval of the Board of Directors' proposal on the amendment of Article 11 of the Articles of Association of the Company "Board of Directors, Election of Directors and Board Decisions" and Article 12 of the Articles of Association of the Company "Structure, Representation And Delegation Of Powers Of The Board Of Directors",
8. In the event the amendment of the Articles of Association on item 7 of the agenda is approved, resolution of the number of the members of the Board of Directors and their terms of office, and election of the members of the Board of Directors in accordance with the newly resolved number and election of the independent board members,
9. In accordance with the Corporate Governance Principles, presentation to the shareholders and approval by the General Assembly of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made on that basis,
10. Resolution of the annual gross salaries to be paid to the members of the Board of Directors,
11. Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations,
12. Presentation to the shareholders of the donations made by the Company in 2015, and resolution of an upper limit for donations for the year 2016,
13. In accordance with the Capital Markets Board regulations, presentation to the shareholders of the securities, pledges and mortgages granted in favor of the third parties in the year 2015 and of any benefits or income thereof,
14. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2015 pursuant to the Corporate Governance Communique of the Capital Markets Board.
15. Wishes and opinions.

PROXY FORM

FOR THE ORDINARY GENERAL ASSEMBLY MEETING MEETING OF KOÇ HOLDING A.Ş.

TO BE HELD ON 5 APRIL 2016

KOÇ HOLDİNG A.Ş.

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Koç Holding A.Ş. that will convene on April 5th, 2016, Tuesday at 16:00 at the address of Nakkaştepe Azizbey No.1 Kuzguncuk – Üsküdar Istanbul.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- a)** The attorney is authorized to vote according to his/her opinion
- b)** The attorney is authorized to vote in accordance with the company management
- c)** The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda items	Accept	Reject	Dissenting Opinion
1- Opening and election of the Chairmanship Committee			
2- Presentation for discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2015			
3- Presentation of the summary of the Independent Audit Report for the year 2015			

Agenda items (Cont.)	Accept	Reject	Dissenting Opinion
4- Presentation for discussion and approval of the Financial Statements of the Company for the year 2015			
5- Release of each member of the Board of Directors from liability for the Company's activities for the year 2015			
6- Approval, amendment and approval, or disapproval of the Board of Directors' proposal on the distribution of profits for the year 2015 and the distribution date			
7- Approval, amendment and approval, or disapproval of the Board of Directors' proposal on the amendment of Article 11 of the Articles of Association of the Company "Board of Directors, Election of Directors and Board Decisions" and Article 12 of the Articles of Association of the Company "Structure, Representation And Delegation Of Powers Of The Board Of Directors"			
8- In the event the amendment of the Articles of Association on item 7 of the agenda is approved, resolution of the number of the members of the Board of Directors and their terms of office, and election of the members of the Board of Directors in accordance with the newly resolved number and election of the independent board members			
9- In accordance with the Corporate Governance Principles, presentation to the shareholders and approval by the General Assembly of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made on that basis			
10- Resolution of the annual gross salaries to be paid to the members of the Board of Directors			
11- Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations			
12- Presentation to the shareholders of the donations made by the Company in 2015, and resolution of an upper limit for donations for the year 2016			
13- In accordance with the Capital Markets Board regulations, presentation to the shareholders of the securities, pledges and mortgages granted in favor of the third parties in the year 2015 and of any benefits or income thereof			
14- Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2015 pursuant to the Corporate Governance Communique of the Capital Markets Board			
15- Wishes and opinions			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

a) The attorney is authorized to vote according to his/her opinion	<input type="checkbox"/>
b) The attorney is not authorized to vote in these matters	<input type="checkbox"/>
c) The attorney is authorized to vote for agenda items in accordance with the following instructions.	<input type="checkbox"/>

SPECIAL INSTRUCTIONS:

Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

- B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

1. I hereby confirm that the attorney represents the shares specified in detail as follows.
- a) Order and Serial (*)
 - b) Number / Group (**)
 - c) Amount-Nominal Value
 - d) Share with privileged voting rights or not
 - e) Bearer-Registered (*)
 - f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are dematerialized.

**For the dematerialized shares, information related to the group (if any) will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System)

Number:

Address:

(*) Foreign shareholders shall submit the equivalent information mentioned above.