KOÇ HOLDİNG
INFORMATION DOCUMENT FOR THE 2 APRIL 2014 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2013

1. INVITATION TO THE 2 APRIL 2014 ORDINARY GENERAL ASSEMBLY

Koç Holding A.Ş.’s Ordinary General Assembly Meeting shall be convened on 2 April 2014 Wednesday at 16:00 (2pm GMT) at the address of Nakkaştepe Azizbey Sok. No. 1, 34674 Kuzguncuk-Üsküdar/Istanbul (Tel: +90 216 531 00 00, Fax: +90 216 531 00 99). At the meeting, the activities of the Company for the fiscal year 2013 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, the 2013 Financial Tables, the Independent Auditor’s Report (prepared by our Independent Auditors, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a member firm of Ernst & Young Global Limited), the Corporate Governance Compliance Report, and the Board of Directors’ Annual Report, including the dividend distribution proposal of the Board of Directors, along with the following agenda articles and the Information Note containing the announcements required by Capital Market Board regulations shall be made available to the shareholders at Company Headquarters, on the Company’s website, www.koc.com.tr, on the Public Disclosure Platform, and in the Electronic General Meeting System.

Shareholders unable to attend the meeting in person can participate electronically via the Electronic General Assembly System. On condition that rights and responsibilities of the participating shareholders are reserved, proxy forms compatible with the attached template or a copy of the proxy form must be obtained from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company’s departments, or the corporate website, www.koc.com.tr. They must meet the requirements laid out in Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. The notarized proxy forms must be submitted to the Company. A proxy certificate is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy authorizations which are not in compliance with the proxy authorization model required in the said Communiqué, and provided in the appendix, shall not be accepted, given our legal liability.

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company’s website, www.koc.com.tr, or from Company Headquarters (Tel: +90 216 531 00 00) to ensure that they are in accord with the provisions of the by-laws for the Electronic Shareholders Meeting for Joint Stock Corporations.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and to vote shall not be made conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not have to block their shares.

At the Ordinary General Assembly Meeting, votes relating to the agenda items shall be made as open voting by raising hands, without prejudice to the provisions relating to electronic voting.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders with shares bearing their names and traded on the stock exchange will not receive a separate registered letter informing them of the meeting.

Respectfully submitted to shareholders.
2. ADDITIONAL EXPLANATIONS IN VIEW OF CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, enacted 3 January 2014, are made in the articles of the agenda below. Other compulsory general explanations are provided in this section.

2.1. Partnership Structure and Voting Rights

As of the date of the publication of this Information Document, information concerning the total share number and voting rights, and if there are privileged shares in the partnership capital, the share number and voting right representing each privileged share, and the type of privilege, is provided below:

Company shares are divided into two groups, Group A and Group B. Every share in Group A has two votes at the General Assembly.

The voting rights of our shareholders, taking into consideration privileged shares, are provided in the following table:

<table>
<thead>
<tr>
<th>SHAREHOLDER</th>
<th>SHARE AMOUNT (TL)</th>
<th>EQUITY RATIO (%)</th>
<th>VOTING RIGHT</th>
<th>VOTING RIGHT STAKE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Koç Family (B Group)</td>
<td>654,607,781</td>
<td>25.82</td>
<td>65,460,778,117</td>
<td>20.36</td>
</tr>
<tr>
<td>Temel Ticaret ve Yatırım A.Ş. (B Group)</td>
<td>401,210,786</td>
<td>15.82</td>
<td>40,121,078,570</td>
<td>12.48</td>
</tr>
<tr>
<td>Temel Ticaret ve Yatırım A.Ş. (A Group)</td>
<td>678,773,422</td>
<td>26.77</td>
<td>135,754,684,460</td>
<td>42.23</td>
</tr>
<tr>
<td>Koç Holding Retirement and Assistance Fund Foundation (B Group)</td>
<td>50,451,548</td>
<td>1.99</td>
<td>5,045,154,800</td>
<td>1.57</td>
</tr>
<tr>
<td>Vehbi Koç Foundation (B Group)</td>
<td>181,405,360</td>
<td>7.15</td>
<td>18,140,536,000</td>
<td>5.64</td>
</tr>
<tr>
<td>Rahmi M. Koç and Mahdumları A.Ş. (B Group)</td>
<td>2,658,789</td>
<td>0.10</td>
<td>265,878,900</td>
<td>0.08</td>
</tr>
<tr>
<td>Public Float (B Group)</td>
<td>566,790,365</td>
<td>22.35</td>
<td>56,679,036,452</td>
<td>17.63</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>2,535,898,050</strong></td>
<td><strong>100.00</strong></td>
<td><strong>321,467,147,299</strong></td>
<td><strong>100.00</strong></td>
</tr>
</tbody>
</table>

Most of the shares of Temel Ticaret ve Yatırım A.Ş. belong to Koç Family members.
2.2. Management and Operational Changes in Our Company or our Subsidiaries’ which may Significantly Affect the Activities of our Company

There are no managerial or operational changes that has or that will substantially affect the Company’s activities in the previous accounting period, or planned for the upcoming accounting periods.

2.3. Information regarding demands of shareholders for adding other issues on the agenda

No request has been submitted in writing to the Koç Holding Investment Relations Department concerning the desire of shareholders to have an article placed on the agenda.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING TO BE CONVENED 2 APRIL 2014

1. Opening and election of the Chairmanship Committee

Within the framework of the provisions of “Turkish Commercial Code (TCC) no. 6102” and “the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings” (“Regulation” or “General Assembly Regulation”), and General Assembly Principles Article 7, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person will be appointed as Meeting Minutes Secretary. The Chairman may also choose adequate vote collection officers.

2. The presentation for discussion and approval of the Annual Report of the Company for the year 2013 as prepared by the Board of Directors

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given on the 2013 Annual Report, including the Corporate Governance Compliance Report and The Board of Directors’ Dividend Distribution Proposal, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at www.koc.com.tr for examination of our shareholders three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.
3. Presentation of the summary of the Independent Audit Report for the year 2013
A summary of the Independent Auditor’s Report, which is prepared according to the TCC and CMB regulations and posted three weeks prior to the convening of the General Assembly at Company Headquarters, the Electronic General Assembly Portal of the CRA, on the PDP and www.koc.com.tr, will be read aloud.

4. Presentation for discussion and approval of the Financial Statements of the Company for the year 2013
Information about our financial reports and legal financial tables, which, pursuant to the TCC, bylaws and Capital Markets Law are posted three weeks prior to the convening of the General Assembly at our Company Headquarters, on the Electronic General Assembly Portal of the CRA, on the PDP and on www.koc.com.tr for inspection by our shareholders, shall be provided to our shareholders for their consideration and approval.

5. Release of each member of the Board of Directors from liability for the affairs of the Company for the year 2013
Pursuant to the TCC and Bylaws, the activities, transactions and accounts of our Board of Directors members for the year 2013 shall be released separately and submitted to the General Assembly for its approval.

6. Presentation for discussion and approval, to the shareholders, of the Dividend Policy of the Company for 2013 and the subsequent years in accordance with the Capital Markets Board legislation
Our Company’s dividend policy, included in Appendix 1, shall be submitted to the General Assembly for its approval.

7. Approval, approval with modifications, or disapproval of the Board of Directors’ proposal on distribution of profits for the year 2013 and the distribution date
According to our financial tables, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with International Financial Reporting Standards and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Ernst & Young Global Limited) covering the accounting period between 01.01.2013 – 31.12.2013; the parent’s consolidated net profit in the amount of TL 2,679,713,000 has been obtained. The statement concerning dividend payment proposal drawn up in accordance with the Dividend Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company’s funding requirements for the significant investment period it currently is in, expectations in the market, and the financing policies, is provided in Appendix 2.
8. 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 resolved number and election of the independent Board Members

The number of members on the Board of Directors and their terms of office shall be designated in accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of Members of the Board of Directors in the Articles of Association. New members to replace Board members whose terms of office have expired accordingly shall be elected. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 11 of the Articles of Association, provided that rights of the General Assembly regarded as inalienable by the provisions of the TCC, all of the Company’s business and management are conducted by a General Board of Directors consisting of at least nine but no more than 15 members, elected in line with TCC and CMB regulations. The number of the independent members to serve on the Board of Directors and their qualifications are determined according to regulations created in accordance with the CMB’s Corporate Governance Principles.

Accordingly, a Board of Directors consisting of 15 members shall be proposed to the General Assembly. Five of these members must meet the criteria of independence specified in the CMB’s Principles of Corporate Governance.

The Board of Directors, upon receipt of a proposal by the Candidate Nominating and Remuneration Committee, announced the following candidates for Independent Members of the Board of Directors: Sanford I. Weill, Peter D. Sutherland, Dr. Victor K. Fung, Muharrem Kayhan and Kutsan Çelebican.

Because three of the five Independent Members on the 15-Member Board of Directors do not reside in Turkey, which violates the requirement of that at least three of the Board of Directors’ Independent Members shall be deemed as resident in Turkey under the Income Tax Law, permission was obtained from the Capital Markets Board in writing on 14 February 2014 to enable Peter D. Sutherland to become an Independent Board Member for a term of one year.

The CVs and Declarations of Independence of the candidates for membership on the Board of Directors are provided in Appendix 3.
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 thereof

In keeping with the CMB’s mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors’ members and senior management shall be written down. Moreover, this information should be included as a separate article on the General Assembly Meeting agenda so that shareholders can express their opinions about it. The remuneration policy is included in Appendix 4 for this purpose. As indicated in footnote No. 28 of our financial report, attached, to the 2013 Annual Report, Koç Holding paid its Board of Directors’ members and senior management a total of TL 93.5 million.

10. Resolution of the monthly gross salaries to be paid to the members of the Board of Directors

Article 9 on the agenda contains our Remuneration Policy proposal submitted for shareholder approval. The policy calls for our shareholders to determine the monthly gross remuneration to be paid to members of the Board of Directors in 2014.

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

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their 18 February 2014 meeting to have Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) serve as the independent auditors of the Company’s financial reports for the financial year 2014 and to let it conduct the other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

12. Presentation to the shareholders, of the donations made by the Company in 2013, and resolution of an upper limit for donations for the year 2014

Pursuant to Article 6 of the CMB’s Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Donations totaling TL 1,466,253.75 were made to foundations and associations in 2013. The upper limit of donations to be made in 2014 shall be made by the General Assembly.
13. In accordance with the Capital Markets Board legislation, presentation to the shareholders, of the securities, pledges and mortgages granted in favor of the third parties in the year 2013 and of any benefits or income thereof

Pursuant to Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its Subsidiaries from indemnities, mortgages and sureties against third parties must be stipulated in a separate article of the agenda of the General Assembly. This is indicated in footnote No. 31 of our Financial Tables dated 31 December 2013.

14. Authorization of the shareholders with 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 2013 pursuant to the Corporate Governance Communiqué of the Capital Markets Board

The members of the Board of Directors can do business only with the approval of the General Assembly, as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing for the Company.

Pursuant to the Capital Markets Board Mandatory Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly.

To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly and notification that no such transaction was performed in 2013 shall be provided.

15. Wishes and Opinions
APPENDICES:

APPENDIX 1  Dividend Distribution Policy
APPENDIX 2  2013 Dividend Distribution Table
APPENDIX 3  CVs of Board of Directors Candidates and Independence Declarations of Independent Member Candidates
APPENDIX 4  Remuneration Policy for Board of Directors and Executive Management

APPENDIX 1 - Dividend Distribution Policy
See page: 22

APPENDIX 2 - 2013 Dividend Distribution Table
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APPENDIX 3 - CVs of Board of Directors Candidates (see page 24) and Independence Declarations of Independent Member Candidates
DECLARATION FOR INDEPENDENCY

I hereby declare my candidacy to serve as an independent board member on the Board of Directors of Koç Holding A.Ş. ("Company") within the framework of the applicable legislation, articles of association of the Company and the criteria stated in the Communiqué on Corporate Governance Principles nr. II-17.1 of the Capital Markets Board ("CMB") subject to the consent of the CMB in view of the criteria of "qualifying as a Turkish resident under the Income Tax Law". In this regard, I also confirm that:

a) In the last five years, there has not been any relationship in terms of employment for key management positions assuming significant duties and responsibilities; any joint or several ownership exceeding 5% of capital or voting rights or privileged rights; or any material commercial transactions between the Company, or the entities where the Company has the managerial control or substantial influence thereon, or any shareholders which has the managerial control or substantial influence over the Company, or any legal entity where such shareholders have the managerial control thereon; and myself, my spouse and my blood or affinity relatives up to the second degree;

b) In the last five years, I have not had a shareholding of or over 5% therein, or been employed by for any key management position, assuming significant duties and responsibilities, in a company, or served as a board member for any company, which the Company purchases from or supplies to any goods or services at a substantial level under any respective contract, particularly for the audit (including tax, legal and internal audit), rating and consultancy services over the course of the provision of such goods or services;

c) I have the adequate skills, competence, knowledge and expertise to fulfill my duties as an independent board member;

d) After my election, I will not work full time in a public institution or organization, except for the academic membership in compliance with the applicable legislation,

e) I have strong ethical standards, professional reputation and expertise to make effective contributions to the business of the Company, to protect my objectivity and independence in case of any conflict of interest between the Company and its shareholders and to make objective business decisions considering the rights of the stakeholders of the Company;

f) I will devote my time to fulfill my duties in full extent and for the supervision of the activities of the Company;

g) In the last ten years, I have not served on the board of the Company more than six years;

h) I do not serve as an independent board member in any Koç Group company or any company listed on Borsa Istanbul;

i) I have not been registered or announced in the name of any legal entity elected as a board member.


Peter D. Sutherland
January 22, 2014

DECLARATION FOR INDEPENDENCY

I hereby declare my candidacy to serve as an independent board member on the Board of Directors of Koç Holding A.Ş. ("Company") within the framework of the applicable legislation, articles of association of the Company and the criteria stated in the Communique on Corporate Governance Principles nr. II-17.1 of the Capital Markets Board ("CMB") subject to the consent of the CMB in view of the criteria of "qualifying as a Turkish resident under the Income Tax Law". In this regard, I also confirm that:

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b) In the last five years, I have not had a shareholding of or over 5% therein, or been employed by for any key management position, assuming significant duties and responsibilities, in a company, or served as a board member for any company, which the Company purchases from or supplies to any goods or services at a substantial level under any respective contract, particularly for the audit (including tax, legal and internal audit), rating and consultancy services over the course of the provision of such goods or services;

c) I have the adequate skills, competence, knowledge and expertise to fulfill my duties as an independent board member;

d) After my election, I will not work full time in a public institution or organization, except for the academic membership in compliance with the applicable legislation,

e) I have strong ethical standards, professional reputation and expertise to make effective contributions to the business of the Company, to protect my objectivity and independence in case of any conflict of interest between the Company and its shareholders and to make objective business decisions considering the rights of the stakeholders of the Company;

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h) I do not serve as an independent board member in any Koç Group company or any company listed on Borsa İstanbul.

i) I have not been registered or announced in the name of any legal entity elected as a board member.

Kwok King Victor Fung
January 22, 2014

DECLARATION FOR INDEPENDENCY

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b) In the last five years, I have not had a shareholding of or over 5% therein, or been employed by for any key management position, assuming significant duties and responsibilities, in a company, or served as a board member for any company, which the Company purchases from or supplies to any goods or services at a substantial level under any respective contract, particularly for the audit (including tax, legal and internal audit), rating and consultancy services over the course of the provision of such goods or services;

c) I have the adequate skills, competence, knowledge and expertise to fulfill my duties as an independent board member;

d) After my election, I will not work full time in a public institution or organization, except for the academic membership in compliance with the applicable legislation,

e) I have strong ethical standards, professional reputation and expertise to make effective contributions to the business of the Company, to protect my objectivity and independence in case of any conflict of interest between the Company and its shareholders and to make objective business decisions considering the rights of the stakeholders of the Company;

f) I will devote my time to fulfill my duties in full extent and for the supervision of the activities of the Company;

g) In the last ten years, I have not served on the board of the Company more than six years;

h) I do not serve as an independent board member in any Koç Group company or any company listed on Borsa İstanbul.

i) I have not been registered or announced in the name of any legal entity elected as a board member.

\[Signature\]

Sanford I. Weill
DECLARATION FOR INDEPENDENCY

I hereby declare my candidacy to serve as an independent board member on the Board of Directors of Koç Holding A.Ş. (“Company”) within the framework of the applicable legislation, articles of association of the Company and the criteria stated in the Communiqué on Corporate Governance Principles nr. II-17.1 of the Capital Markets Board (“CMB”) subject to the consent of the CMB in view of the criteria of “qualifying as a Turkish resident under the Income Tax Law”. In this regard, I also confirm that;

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b) In the last five years, I have not had a shareholding of or over 5% therein, or been employed by for any key management position, assuming significant duties and responsibilities, in a company, or served as a board member for any company, which the Company purchases from or supplies to any goods or services at a substantial level under any respective contract, particularly for the audit (including tax, legal and internal audit), rating and consultancy services over the course of the provision of such goods or services;

c) I have the adequate skills, competence, knowledge and expertise to fulfill my duties as an independent board member;

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g) In the last ten years, I have not served on the board of the Company more than six years;

h) I do not serve as an independent board member in any Koç Group company or any company listed on Borsa İstanbul.

i) I have not been registered or announced in the name of any legal entity elected as a board member.


Muharrem Hilmi Kayhan
DECLARATION FOR INDEPENDENCY

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Kutsan Çelebiçan

APPENDIX 4 - Remuneration Policy for Board of Directors and Executive Management

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