

Koç Holding Information Document for the 31 March 2015 Ordinary General Assembly to Review Financial Year 2014

1. INVITATION TO THE 31 MARCH 2015 ORDINARY GENERAL ASSEMBLY

Koç Holding A.Ş.'s Ordinary General Assembly Meeting shall be convened on 31 March 2015 Tuesday 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 2014 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with legal requirements, 2014 Financial Statements, 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 and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters, on the Company's corporate website at www.koc.com.tr, on the Public Disclosure Platform, and in the Electronic General Meeting System of the Central Registry Agency three weeks prior to the meeting.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from the corporate website at www.koc.com.tr and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the 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. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy documents which do not comply with the requirements of the aforementioned Communiqué, and the sample form attached hereto 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 at www.koc.com.tr or from the Company Headquarters (Tel: +90 216 531 00 00) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting for Joint Stock Companies.

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 voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Ordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

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

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

KOÇ HOLDİNG A.Ş.
Board of Directors

Company Address: Nakkaştepe Azizbey Sok. No:1 34674 Kuzguncuk-Üsküdar/Istanbul
Trade Registry and Number: İstanbul/85714

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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 related articles of the agenda below. Other mandatory general explanations are provided in this section.

2.1. Capital Structure and Voting Rights

As of the date of the publication of this Information Note, information concerning the total number of shares and voting rights, and if there are privileged shares in the share capital, the number of shares 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. Each Group A share has two votes at the General Assembly.

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

SHAREHOLDER	SHARE AMOUNT (TL)	EQUITY RATIO (%)	VOTING RIGHT	VOTING RIGHT STAKE (%)
Koç Family (B Group)	654,607,780	25.81	65,460,778,117	20.36
Temel Ticaret ve Yatırım A.Ş. (B Group)	401,210,786	15.82	40,121,078,570	12.48
Temel Ticaret ve Yatırım A.Ş. (A Group)	678,773,422	26.77	135,754,684,460	42.23
Koç Holding Retirement and Assistance Fund Foundation (B Group)	50,451,548	1.99	5,045,154,800	1.57
Vehbi Koç Foundation (B Group)	181,405,360	7.15	18,140,536,000	5.64
Rahmi M. Koç and Mahdumları A.Ş. (B Group)	2,658,789	0.11	265,878,900	0.08
Public Float (B Group)	566,790,365	22.35	56,679,036,452	17.63
TOTAL	2,535,898,050	100.00	321,467,147,299	100.00

The majority of the shares of Temel Ticaret ve Yatırım A.Ş. belong to Koç Family members.

2.2. Managerial and operational changes in our Company or our subsidiaries' that 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 to place an article 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 AT 31 MARCH 2015

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 Secretary. The Chairman may also appoint an adequate number of vote-collectors.

2. Presentation for discussion and approval of the Annual Report of the Company for the year 2014 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 2014 Annual Report that includes the Corporate Governance Compliance Report, which has been disclosed 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 review of our shareholders three weeks before the General Assembly meeting and it shall be presented for perusal and approval of our shareholders.

3. Presentation of the summary of the Independent Audit Report for the year 2014

A summary of the Independent Auditor's Report, which is prepared in accordance with the TCC and CMB regulations and posted three weeks prior to the General Assembly meeting 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 2014

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, bylaws and the Capital Markets Law are posted three weeks prior to the General Assembly meeting at our Company Headquarters, on the Electronic General Assembly Portal of the CRA, on the PDP and on www.koc.com.tr for review of our shareholders, shall be provided to our shareholders for their evaluation and approval.

5. Approval of the change in the Board of Directors during the fiscal year in accordance with TCC Article 363

In accordance with Article 363 of TCC, Mustafa Kemal Olgaç has been appointed by Board of Directors' resolution dated 30.09.2014 and CMB's approval dated 20.10.2014, to fulfill the terms of office of Sanford I. Weill who resigned from his duty in 2014.

The CV of Mustafa Kemal Olgaç is submitted in Appendix 2 together with the CVs of the Board of Directors candidates.

6. Release of each member of the Board of Directors from liability for the affairs of the Company for the year 2014

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2014 shall be submitted to the General Assembly for its approval.

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7. Approval, approval with modifications, or disapproval of the Board of Directors' proposal on distribution of profits for the year 2014 and the distribution date

According to our financial statements, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with Turkish 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 01.01.2014 – 31.12.2014; consolidated profit attributable to equity holders of the parent in the amount of TL 2,710,145,000 has been obtained. The 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 Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and liquidity, is provided in Appendix 1.

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, the Company's business and management are conducted by a Board of Directors consisting of at least 9 and at most 15 members, elected in line with the TCC and CMB regulations. The General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired.

One third of the elected Board of Director members are required to meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The Board of Directors, upon receipt of a proposal of the Candidate Nominating and Remuneration Committee, has designated the following candidates as the Independent Members of the Board of Directors: Dr. Victor K. Fung, Muharrem Kayhan, Kutsan Çelebican, Mustafa Kemal Olgaç and Jacques Nasser. The CMB has not given any negative opinion on these candidates according to its statement dated 20.02.2015.

The CVs of Board of Directors candidates and Declarations of Independence for the independent member candidates are provided in Appendix 2.

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

According to 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 made available in writing and included as a separate article on the General Assembly Meeting agenda to enable the shareholders to share their opinions on the same. The Remuneration Policy that was adopted by the General Assembly decision dated 2 April 2014 is attached hereto as Appendix 3 for this purpose. Information on the compensation of the members of the Board of Directors and the senior management has been cited in footnote No. 29 of our financial statements, attached to the 2014 Annual Report.

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

The monthly gross remuneration to be paid to the members of the Board of Directors in 2015 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval of the shareholders as per item 9 of the agenda.

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 17 February 2015 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 2015 and to let it conduct 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 2014, and resolution of an upper limit for donations for the year 2015

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 2,915,003 were made to foundations and associations in 2014. The upper limit of donations to be made in 2015 shall be decided by the General Assembly.

13. In accordance with Capital Markets Board legislation, presentation to the shareholders, of the collaterals, pledges, mortgages and sureties granted in favor of the third parties in the year 2014 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 collaterals, pledges, 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. 32 of our financial statements dated 31 December 2014.

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 2014 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 the shareholders shall be informed of any transaction in this respect. Accordingly, the information regarding the purchase of shares of our subsidiary, Tek Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. in 2014 as disclosed to the public on 08.05.2014 shall be submitted to the shareholders.

15. Wishes and Opinions.

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APPENDICES:

APPENDIX 1 - 2014 Dividend Distribution Proposal

APPENDIX 2 - CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

APPENDIX 3 - Remuneration Policy for Board of Directors and Executive Management

APPENDIX 1 - 2014 DIVIDEND DISTRIBUTION PROPOSAL

See page 20 and 21.

APPENDIX 2 - CVs OF BOARD OF DIRECTORS CANDIDATES AND INDEPENDENCE DECLARATIONS OF INDEPENDENT MEMBER CANDIDATES

Jacques Nasser (Independent Board Member Candidate)

Jacques Nasser is the Chairman of BHP Billiton. He has been a member of the Board of BHP Billiton from 2006. He also presently serves on the Boards of 21st Century Fox and the International Advisory Board of Allianz. Following a 33-year, global career with Ford Motor Company, Mr. Nasser served as a member of the Board of Directors, and as President and Chief Executive Officer of Ford from 1998- 2001. In addition, he has also served on the Boards of Brambles Industries and News Corporation's British Sky Broadcasting and as a Partner of One Equity Partners, the private equity investment arm of JPMorgan Chase. Mr. Nasser has received a Doctorate of Technology honoris causa and graduated in Business from RMIT University, Melbourne, Australia. In recognition of his work for industry, as an advisor to government, and for education in the area of technology, he was awarded an Order of Australia and a Centenary Medal. Mr. Nasser was also awarded the Order of the Cedar from Lebanon. In 2008 he received the Ellis Island Medal of Honor for outstanding contributions to American Society.

For CVs of other Board of Directors Candidates, please refer to page 124.

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.

Kwok King Victor Fung

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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;
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Muharrem Hilmi Kayhan

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

Kutsan Çelebican

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Mustafa Kemal Olgaç

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;
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Jacques Nasser