

INTERNAL DIRECTIVE ON WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY OF KOÇ HOLDİNG A.Ş.

PART ONE

Purpose, Scope, Basis and Definitions

Purpose and Scope:

ARTICLE 1 -

(1) The purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of Shareholders of Koç Holding A.Ş. in accordance with the Law, applicable legislation and the provisions of its Articles of Association. This Internal Directive shall apply to all ordinary and extraordinary meetings of the General Assembly of Shareholders of Koç Holding A.Ş.

Basis:

ARTICLE 2 -

(1) This Internal Directive has been issued by the Board of Directors pursuant to the provisions of the Regulation on the Principles and Procedures of the General Assembly Meetings of the Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending These Meetings.

Definitions:

ARTICLE 3 -

(1) In this Internal Directive, the following terms shall have the following meanings:

- a) Session: One working day of the General Assembly meeting,
- b) Law: Turkish Commercial Code no. 6102 dated January 13, 2011,
- c) Sitting: Each and every part of the session interrupted due to coffee breaks, lunch breaks, etc.
- d) Meeting: Ordinary and extraordinary General Assembly meetings,
- e) Chairmanship of the Meeting: The board consisting of the chairman of the meeting elected by the General Assembly to moderate the meeting in accordance with article 419/ 1 of the Law, the vice chairman of the meeting elected by the General Assembly if deemed necessary, the secretary appointed by the chairman of the meeting and sufficient number of vote collectors.

PART TWO

Working Principles and Procedures of the General Assembly

Rules of Procedure:

ARTICLE 4 -

(1) The General Assembly shall convene in a meeting pursuant to the provisions of the Law, the applicable legislation and the Articles of Association pertaining to the General Assembly.

Access to the Meeting Venue and Preparations:

ARTICLE 5 -

(1) The shareholders or their representatives listed on the Attendance List prepared by the Board of Directors, members of the Board of Directors, the auditor, other officers of the Company, persons in charge of the Electronic General Assembly System, members of the media, Representative of the Ministry and persons to be elected or appointed to the Chairmanship of the meeting shall be authorized to enter the meeting venue.

(2) The real person shareholders and the representatives appointed via electronic general assembly system pursuant to article 1527 of the Law are obliged to submit their identification documents; and the proxies of the real person shareholders are obliged to submit their identification documents along with their power of attorney; and the proxies of the legal person shareholders are obliged to submit their power of attorney and sign in the Attendance List as appropriate while entering the meeting venue. The check-in procedures are carried out by either the Board of Directors, one or more members of the Board of Directors or other person(s) appointed by the Board of Directors. The Attendance List shall be signed by the Chairman of the Board or any other member of the Board of Directors in the absence of the Chairman of the Board.

(3) The Board of Directors shall be responsible for organizing a meeting venue convenient for participation of all of the shareholders and providing all documents, stationary and other equipment required for the meeting. Save for the provisions of the related regulation for the Electronic General Assembly System, the audio visual recording of the meeting may be permitted.

Opening of the Meeting:

ARTICLE 6 -

(1) The meeting shall be convened in the headquarters of the Company or in a convenient place in Ankara, İstanbul or İzmir, on the date previously announced, and shall be opened pursuant to the written confirmation of the Chairman or the Vice Chairman or any other member of the Board of Directors stating that the quorum stipulated in the Articles of Association is present.

Setting up the Chairmanship of the Meeting:

ARTICLE 7 -

(1) As per article 6 of this Internal Directive and under the supervision of the person who has opened the meeting, firstly, one of the shareholders from among the nominees shall be elected as the Chairman responsible for monitoring the General Assembly meeting. If necessary, a Vice Chairman shall also be elected in the same manner.

(2) At least one secretary and sufficient number of vote collectors shall be appointed by the Chairman. Experts may be assigned by the Chairman of the meeting for technical support of the Electronic General Assembly System during the meeting.

(3) The Chairmanship of the meeting shall be authorized to sign the minutes and other related documents.

(4) The Chairman of the meeting shall carry out its duties in compliance with the provisions of the Law, Articles of Association and this Internal Directive.

Powers and Duties of the Officers of the Meeting:

ARTICLE 8 -

(1) The Chairmanship of the meeting shall carry out the following duties under the presidency of the Chairman:

- a) To ensure whether the meeting is held at the announced address and the meeting venue complies with the related provisions of the Articles of Association.
- b) To check whether the General Assembly is summoned in accordance with the provisions of the Articles of Association and with an announcement, posted on the website of the company if the company is obliged to set up a website and published in the Turkish Trade Registry Gazette; to check whether such call is made three weeks prior to the planned meeting date excluding the day of announcement and the meeting; to ensure whether the notification of the meeting date and the copies or the names of the journals the announcement and the agenda have been published or to be published are delivered by registered mail to the shareholders listed in the share ledger or which have notified to the Company their addresses along with their share certificates or other documents verifying their shareholding; and to make an entry in the minutes accordingly.
- c) To check whether any person without a clearance has accessed the meeting venue and whether the duties of the Board of Directors regarding the rules of access to the meeting venue as set forth in the 2nd paragraph of article 5 of this Internal Directive, have been performed properly.
- d) To check whether the Articles of Association, share ledger, annual report of the board of directors, audit reports, financial statements, agenda, draft amendments to the Articles of Association as proposed by the Board of Directors if included in the agenda, consent of the Capital Markets Board and other relevant authorities together with the necessary permit obtained from the Ministry of Customs and Trade of the Republic of Turkey and the draft amendments attached thereto, the Attendance List issued by the Board of Directors, the related minutes of the adjourned meeting if the General Assembly is summoned pursuant to a adjourned meeting, and other documents required are in order and present at the meeting venue; and to make an entry in the minutes accordingly.
- e) In case of any objection or if necessary, to check the identification documents and the accuracy of the power of attorney of the participants who attend the General Assembly either in person or by proxy through signing the Attendance List.
- f) To check whether the executive directors, at least one member of the Board of Directors and the Independent Auditor are present at the meeting; and to make an entry in the minutes accordingly.
- g) To moderate the proceedings of General Assembly keeping the meeting on track with the scope of its agenda except for the matters permitted by Law; to maintain a sense of order; and to take necessary measures to this effect.
- h) To open and close the sessions and sittings and to close the meeting.
- i) To read or cause someone to read the documents regarding the issues debated such as resolutions, proposals, minutes, reports, recommendations or their abstracts and to give the floor to the participants upon request.
- j) To decide when an issue is to be voted on and announce the results of the votes.

- k) To check whether the minimum quorum required is present at the beginning, during and at the end of the meeting and whether the resolutions are adopted in compliance with the quorum stipulated in the Law and in the Articles of Association.
- l) To announce the notifications served by the representatives as set forth in article 429 of the Law to the General Assembly.
- m) To take necessary measures to prevent the participants who are not entitled to cast votes as per article 436 of the Law from casting votes on the issues stipulated in the related article; and to ascertain any kind of restrictions imposed on the right to vote and privileged votes by the Law and the Articles of Association.
- n) Upon the request of shareholders holding one twentieth of the share capital of a public company, to adjourn the debate regarding the financial statements and any other related issues and resume it in the next meeting to be held in one month without a need to obtain the approval of the General Assembly.
- o) To keep the minutes of proceedings of the General Assembly, make entries to the minutes regarding the objections raised, to sign the resolutions and the minutes, to record clearly in the minutes all the votes casted for and against.
- p) To deliver the minutes of the meeting, annual report of the Board of Directors, audit reports, financial statements, the Attendance List, the agenda, motions, ballot papers if any and protocols of the votes and all other related documents to one of the Board of Directors members at the end of the meeting with a receipt.

Procedures Prior to Opening the Agenda Items to Discussion:

ARTICLE 9 -

(1) The Chairman of the meeting shall read or cause to be read the agenda to the General Assembly and ask whether there is any proposal to change the order of the items of the agenda. If any participant makes a motion in this respect, the Chairman submits the proposal to the General Assembly for its approval. The order of the items of the agenda may be resolved to be changed by a quorum pursuant to the related provisions of the Articles of Association.

The Agenda and the Discussion of the Agenda Items:

ARTICLE 10 -

(1) Ordinary General Assembly agenda shall mandatorily consist of the following items:

- a) The opening of the meeting and the election of the Chairmanship of the meeting,
- b) Presentation, discussion and adoption of the Annual Report issued by the Board of Directors of the Company,
- c) Presentation of the Executive Summary of the Independent Audit Report for the related fiscal year,
- d) Presentation, discussion and adoption of the Financial Statements of the related fiscal year,
- e) Acquittal of each member of the Board of Directors,
- f) Acquittal of each of the auditors,

- g) Determining the number and the term of office of the members of the Board of Directors, election of the members of the Board of Directors accordingly, election of the Independent Board Members,
 - h) Pursuant to the Turkish Commercial Code and the Capital Markets Board regulations, approval of the Independent Audit Firm and the Group Auditor appointed by the Board of Directors,
 - i) Presentation and approval of the remuneration policy and the payments made to the members of the Board of Directors and top management pursuant to the Capital Markets Board regulations,
 - j) Determination of the gross monthly remuneration of the Board members,
 - k) Determination of the method of utilization of profit, distribution of profit and the dividends,
 - l) Discussion of the proposed amendments to the Articles of Association, if any,
 - m) Any other business as necessary
 - n) Any other matter to be discussed and adopted as per the Capital Markets Board regulations and the requirements of the relevant Governmental Authorities.
- (2) The agenda of the extraordinary general assembly meeting shall consist of the specific matters which require an extraordinary meeting to be convened.
- (3) The items which are not included in the agenda cannot be discussed or adopted, except for the ones listed below:
- a) If all of the shareholders are present at the meeting, new items can be added to the agenda by upon unanimous approval of such shareholders.
 - b) Pursuant to article 438 of the Law, a demand for a special audit of a shareholder shall be adopted by the General Assembly, regardless of being included in the agenda.
 - c) The replacement of the members of the Board of Directors shall be regarded as a part of the adoption of the year-end financials, hence such decisions shall be resolved regardless of being included in the agenda.
 - d) If there is just cause such as corruption, incapability, breach of duties of commitment, difficulty in performing duties due to multiple membership in numerous companies, incompatibility or fraud, the replacement of the members of the board of directors shall be resolved to be included in the agenda by a quorum stipulated in the Articles of Association.
- (4) Any item already adopted in the General Assembly cannot be renegotiated unless the participants decide otherwise with unanimity.
- (5) Any matter required by the Ministry to be discussed in the General Assembly as a result of any audit conducted or otherwise shall be added to the agenda.
- (6) The scope of the agenda is set forth by the party who summons the General Assembly meeting.

Taking the Floor in the Meeting:

ARTICLE 11 -

(1) Shareholders or others who wish to take floor shall notify the Chairmanship of the meeting accordingly. The Chairmanship announces the names of such participants to the General Assembly and gives the floor according to the order of filing a request. Save for the regulations of the Electronic General Assembly,

those who are not present at the meeting venue when it is their turn to take the floor, shall lose their right to take the floor. Speeches shall be delivered addressing the General Assembly from the space allocated. Speakers may change their order to take the floor if agreed among them. In case a limit is set for duration of each speech, the speaker may only continue to speak with the consent of the next speaker after the expiry of its own time, provided, however the additional time granted cannot exceed the duration of the next speaker. Otherwise, the duration of the speech shall not be prolonged.

(2) The Board members and the auditors who wish to give additional information or make explanations on the matter being discussed shall be given the floor by the Chairman of the meeting, regardless of the order of request.

(3) Duration of the speeches shall be set by the General Assembly, upon the proposal of the Chairman or the shareholders, depending on the intensity of the agenda, the total number of agenda items and the significance of the matter and also the number of people demanding to take the floor.

(4) The procedures and principles stated in article 1527 of the Law and the related secondary legislation shall apply to the submission of motion by the shareholders or their representatives participating in the General Assembly electronically pursuant to the related article of the Law.

Voting and Voting Procedures:

ARTICLE 12 -

(1) Before the voting starts, the Chairman of the meeting shall announce the agenda item to be voted to the General Assembly. If a draft resolution to be voted on, the voting can start only after it is recorded in writing and announced. Once it has been announced that the voting is about to begin, a participant can take the floor only to speak about the procedural issues. In the mean time, if there are any shareholders who have yet to be given the floor, they may use their right to take the floor upon notifying a reminder yet subject to the confirmation of the Chairman. Once the voting begins, no one shall be given the floor.

(2) The votes on the discussed matters shall be casted by way of raising hands, standing up or by stating agreed or objected for each item separately. Votes shall be counted by the Chairmanship of the Meeting. When needed, the chairmanship may assign sufficient number of people to assist the counting process. Those who do not raise a hand or stand up or make a statement shall be considered to cast a negative vote and such votes shall be regarded to be in objection.

(3) The procedures and principles stated in article 1527 and the related secondary legislation shall apply to the voting procedures of the shareholders or their representatives participating in the General Assembly electronically as per the said article.

Preparing the Minutes of the Meeting:

ARTICLE 13 -

(1) Attendance List showing each of the shareholders or their representatives, their shares, share groups, number and nominal value of the shares shall be signed by the Chairman of the meeting. The summary of the questions and answers raised during the meeting, the decisions adopted and the number of affirmative and negative votes casted for each decision shall explicitly be

indicated in the minutes and the minutes shall be issued in accordance with the relevant provisions of the Law and the applicable legislation.

(2) The minutes of the General Assembly meeting shall be either typed by using a typewriter or computer or shall legibly be handwritten with a pen at the meeting venue during the meeting. If minutes to be typed with a computer, a printer for taking any print out, shall be provided at the meeting venue.

(3) The minutes shall be issued in two copies and each page shall duly be signed by the chairmanship of the meeting and the Representative of the Ministry.

(4) The commercial title of the Company, the date and the venue of the meeting, total nominal value and the number of shares representing the share capital of the company, total number of shares represented in the meeting in person or by proxy, full name of the representative of the Ministry and the date and number of the assignment note of this representative, the means of announcement if the convocation of the meeting is announced or if not announced a note in this respect shall mandatorily be indicated in the minutes.

(5) The number of the votes relating to each decision adopted in the meeting shall be stated in the minutes explicitly both numerically and alphabetically to ensure clarity.

(6) The full names of those casting negative votes against the decisions adopted in the meeting and their reasons for the dissenting opinion, if so requested, shall be reported in the minutes.

(7) In the event of written delivery of the reasoning for the dissenting opinion, this note shall be attached to the minutes. The full name of the shareholder or its representative submitting dissenting opinion shall be mentioned in the minutes and a reference shall be made to the attached note containing the dissenting opinion. The dissenting opinion note attached to the minutes shall be signed by the chairmanship of the meeting and the Ministry representative, if any.

Procedures to be Followed after the Closing of the Meeting:

ARTICLE 14 -

(1) The chairman of the meeting shall deliver one copy of the meeting minutes and all other related documents to one of the members of the Board of Directors present in the meeting.

(2) Save for the longer periods set forth in the Law for specific transactions, the Board of Directors shall be obliged to deliver a notarized copy of the minutes to the trade registry in fifteen days following the date of the meeting at the latest and to cause the matters indicated in the minutes which are required to be registered and announced to be registered and announced accordingly.

(3) The minutes shall immediately be posted on the website, the Public Disclosure Platform and the Electronic General Assembly System.

(4) The chairman of the meeting shall immediately deliver a copy of the Attendance List, the agenda and the minutes of the General Assembly meeting to the representative of the Ministry.

Attending the Meeting Electronically:

ARTICLE 15 -

(1) In the event of electronic participation to the General Assembly meeting as per h article 1527 of the Law, the related procedures shall be followed by the

board of directors and the chairmanship of the meeting in accordance with the article 1527 of the Law and the related legislation.

PART THREE

Miscellaneous Provisions

Attendance of the Representative of the Ministry and the Documents Related to the General Assembly Meeting:

ARTICLE 16 -

(1) For the meetings where the attendance of the Representative of the Ministry is compulsory, the provisions of the Regulation on Principles and Procedures of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending These Meetings shall apply for the matters related to summon of such a representative and the functions and powers of this representative.

(2) With regards to the preparation of the list who are entitled to participate in the General Assembly meeting, the Attendance List, the representation certificates and the meeting minutes, it is mandatory to comply with the provisions of the Regulation stated in the 1st paragraph and the provisions of this General Assembly Internal Directive to be used in the general assembly.

Other Issues:

ARTICLE 17 -

(1) If any other issue which has not been included in this Internal Directive arises during the meeting, it shall be resolved by the General Assembly in accordance with the applicable legislation.

Approval of the Internal Directive and the Amendments:

ARTICLE 18 -

(1) This Internal Directive shall, upon ratification of the General Assembly of Koç Holding A.Ş., be given effect, registered and announced by the Board of Directors. The amendments to the Internal Directive shall be subject to the same procedure.

Effectiveness of the Internal Directive:

ARTICLE 19 -

(1) This Internal Directive has been adopted in the Ordinary General Assembly meeting of KOÇ HOLDING ANONİM ŞİRKETİ on the date of April 10, 2013 and shall come into force on the date it is published in the Turkish Trade Registry Gazette.