INFORMATIVE DOCUMENT
REGARDING THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF KOÇ HOLDING TO BE HELD ON 25 AUGUST 2022

1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 25 AUGUST 2022

Koç Holding A.Ş.'s Extraordinary General Assembly Meeting shall convene on Thursday 25 August 2022 at 10:00 (7am GMT) at the address of Kuzguncuk Mahallesi Azizbey Sok. No:1 34674 Üsküdar/İstanbul (Tel: 0216 531 00 00, Fax: 0216 531 00 99) to discuss and vote for a resolution regarding the below agenda.

In accordance with the legal requirements, the documents regarding the demerger transaction to be discussed along with the following agenda and the Memorandum containing the information required by Capital Markets Board ("**CMB**") regulations, excluding the invitation and the meeting dates, shall be made available to the shareholders at the Company Headquarters, on the Company's corporate website at www.koc.com.tr, on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Registry Agency at least three weeks prior to the meeting.

Shareholders who are 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 in accordance with the legal requirements, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from our corporate website at www.koc.com.tr and shall submit to the Company the 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 Assembly System. Due to our legal liability, **proxies, which do not comply with the required sample in the aforementioned Communiqué and provided in the power of attorney attached to the General Assembly Invitation Notice, shall not be accepted.**

Shareholders intending to vote via the Electronic General Assembly 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 the 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 Extraordinary General Assembly Meeting, the voters shall use the open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

Due to the Covid-19 pandemic, the General Assembly Meeting will be held in accordance with the pandemic restrictions and requirements announced by public authorities. Therefore our shareholders are expected to follow the announcements made by such authorities.

Detailed information on processing shareholders' personal data within the framework of the Law on the Protection of Personal Data (No. 6698) is available at "Koç Holding Personal Data Protection and Processing Policy" disclosed on www.koc.com.tr.

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.

Respectfully,
KOÇ HOLDING A.Ş.
Board of Directors

Company Adress: Nakkaştepe Azizbey Sok. No:1 34674 Kuzguncuk-Üsküdar/İstanbul
Trade Registry and Number: İstanbul/85714
Mersis Number: 0570002057500012

2. ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH CMB REGULATIONS

The additional explanations required pursuant to CMB's Corporate Governance Communiqué No. II-17.1 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 Informative Document, information concerning the total number of shares and voting rights, the number of shares and voting rights 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	Group	Share Amount (TRY)	Equity Ratio (%)	Voting Right	Voting Right Stake (%)
Temel Ticaret ve Yatırım A.Ş.*	A	678,773,422	26.77	135,754,684,460	42.23
Temel Ticaret ve Yatırım A.Ş.*	B	428,196,786	16.88	42,819,678,578	13.32
Koç Family	B	487,895,145	19.24	48,789,514,515	15.18
Vehbi Koç Foundation	B	184,171,754	7.26	18,417,175,384	5.73
Koç Holding Pension and Assistance Foundation	B	50,451,548	1.99	5,045,154,831	1.57
Rahmi M. Koç ve Mahdumları Maden İnşaat Turizm Ulaştırma Yatırım ve Ticaret A.Ş.	B	35,385,424	1.40	3,538,542,410	1.10
Free Float**	B	671,023,971	26.46	67,102,397,052	20.87
Total		**2,535,898,050**	**100.00**	**321,467,147,230**	**100.00**

* Majority of Temel Ticaret ve Yatırım A.Ş. shares belong to Koç Family members.

** Includes shares bought back by Koç Holding as of the date of this Informative Document with a nominal value of 890,475 TL amounting to 0.04% of share capital.

2.2. Managerial and Operational Changes in Our Company or our Subsidiaries which may Significantly Affect the Activities of our Company

Apart from the partial demerger transaction that will be submitted to the approval of our shareholders in the extraordinary general assembly meeting, there are no managerial or operational changes that have substantially affected or that will substantially affect the Company’s activities in the previous accounting period, or planned for the upcoming accounting periods. Besides, material event disclosures made by our Company in accordance with legal requirements are available at www.kap.gov.tr

2.3. Information regarding requests of shareholders for adding an item on the agenda

Information on the requests of the shareholders of the partnership, submitted in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, the requests that were not accepted in cases where the board of directors did not accept the requests of the shareholders, and the reasons for rejection are presented below:

- No request has been submitted in writing to the Koç Holding concerning the desire of shareholders to have an item added on the agenda.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 25 AUGUST 2022

1. Opening and election of the Chairman of the Meeting

Within the framework of the provisions of "the 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 by the Chairman. The Chairman may also appoint adequate number of vote-collectors.

2. Informing the shareholders within the scope of Turkish Commercial Code and Capital Markets Board Regulations regarding the partial demerger transaction to be discussed in the 3rd item of the agenda,

Information will be provided to the shareholders regarding the agenda item 3 on the partial demerger transaction ("Partial Demerger") that will be carried out within the framework of Articles 159 to 179 of the Turkish Commercial Code No. 6102, Articles 19 and 20 of the Corporate Tax Law No. 5520, the provisions of Corporate Tax General Communiqué Serial No. 1, the Capital Markets Law No. 6362, the CMB's Communiqué on Mergers and Demergers (II-23.2), the Trade Registry Regulation and other relevant legislation.

a. The structure and the purpose of the partial demerger transaction

It is resolved with the decision of Koç Holding's Board of Directors dated 25.04.2022, numbered 2022/19 to transfer Entek Elektrik Üretim A.Ş. ("Entek") shares with a nominal value of TL 471,363,641.52, which corresponds to 49.62% of the registered Entek capital in Koç Holding's assets, to Türkiye Petrol Rafinerileri A.Ş. ("Tüpraş") through a partial demerger by means of associates model, together with all its rights and debts, in accordance with the principle of universal succession.

It is resolved with the decision of Aygaz's Board of Directors dated 25.04.2022 and numbered 977 to transfer Entek shares with a nominal value of TL 471,363,816.52, which corresponds to 49.62% of the registered Entek capital in Aygaz's assets, to Tüpraş through a partial demerger by means of a model of share transfer to its shareholders, together with all its rights and debts, in accordance with the principle of universal succession.

It is resolved with the decision of Tüpraş's Board of Directors dated 25.04.2022 and numbered 2022/17, within the scope of Tüpraş's Strategic Transition Plan, which was approved and announced to the public on 24 November 2021, to take over Entek shares with a nominal value of TL 942,727,458.04 , which corresponds to 99.24% of the registered capital of Entek in Koç Holding's and Aygaz's assets, by means of a partial demerger.

Entek shares belonging to Koç Holding and Aygaz will be taken over by Tüpraş through a partial demerger by means of a subsidiary model from Koç Holding and through a partial demerger with a share transfer model to shareholders from Aygaz.

The issued capital of Tüpraş will be increased from TL 250,419,200 to TL 275,256,514 due to the transaction, while the issued capital of Aygaz will be decreased from TL 300,000,000 to TL 219,800,767.

All internal and external structuring alternatives that may enable Koç Group's energy companies to operate more effectively in line with their strategic goals are evaluated on a continuous basis. In this respect, the transaction rationale for the Partial Demerger is explained in the Articles 4.2.5 and 22.5 of the Announcement Text, which was approved by the CMB and announced to the public on 7 July 2022.

The Expert Report prepared in accordance with the provisions of the CMB's Communiqué on Mergers and Demergers (II-23.2) by Ernst Young Kurumsal Finansman Danışmanlık A.Ş. on 25.04.2022 has been used as the basis for the determination of the demerger rate, the exchange ratio, the capital increase amount to be made in Tüpraş and the capital decrease amount to be made in Aygaz. The Expert Report states the Expert Opinion that the demerger and share exchange ratios driven by the applied methodologies and the assigned weights are fair and reasonable. The Expert Report has been disclosed to public on 25.04.2022.

b. Since the Partial Demerger Transaction will not be considered as a significant transaction within the scope of the CMB's Communiqué No. II-23.3 on Significant Transactions and the Retirement Right, Koç Holding, Aygaz or Tüpraş shareholders will not will not be entitled any retirement right;

With respect to the CMB's Communiqué On Common Principles Regarding Significant Transactions and the Retirement Right (II-23.3),

- With respect to Koç Holding, given that as the highest ratio in the calculations made in accordance with the said Communique for Entek shares transferred by Koç Holding is 3.5%, the 75% threshold is not reached;
- With respect to Aygaz, given that as the highest ratio in the calculations made in accordance with the said Communique for Entek shares transferred by Aygaz is 38.2%, the 75% threshold is not reached;
- With respect to Tüpraş, the capital increase ratio is below the 50% threshold (9.9% capital increase will be made)

Thus the transaction will not be considered a "significant transaction" within the scope of the aforementioned Communiqué and accordingly the shareholders of Koç Holding, Aygaz or Tüpraş will not be entitled any retirement right.

c. Information made pursuant to Article 8 of the CMB's Communiqué on Mergers and Demergers II-23.2

In accordance with Article 8 of the CMB's Communiqué on Mergers and Demergers (II-23.2), the Announcement Text approved by CMB, the Demerger Contract, the Demerger Report, Koç Holding, Aygaz and Tüpraş Financial Reports for the last three years together with the Independent Audit Report and the Expert Institution Report has been disclosed to public 30 days before the date of the general assembly meeting in which the demerger transaction shall be discussed, at PDP and the corporate websites of the relevant companies. These documents will be available for 5 years in the corporate websites of the relevant companies.

d. **Announcements made in accordance with the Turkish Commercial Code regarding the shareholders' right to review and the protection of creditors.**

Pursuant to Article 171 of the TCC, the Demerger Agreement, the Demerger Report, the financial statements and annual reports of the companies party to the demerger pertaining to the last three years have been disclosed to public, two months before the date of the general assembly meeting where the Partial Demerger will be approved, at the headquarters and websites of the companies parties to the demerger and the related announcement was published in the Turkish Trade Registry Gazette dated 29.04.2022.

Furthermore, in accordance with Articles 174 and 175 of the TCC, the rights of the creditors of the companies party to the demerger are declared in the Turkish Trade Registry Gazette dated 29.04.2022, 09.05.2022 and 17.05.2022 and on the corporate websites of the companies. Additionally, with the Certified Public Accountant (CPA) Report dated 25.04.2022, it was determined that the assets of the companies party to the demerger were at a level to be able to meet their debts even after the partial demerger and therefore, there is no need to insure the creditors of the companies party to the demerger.

3. In accordance with the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law and the regulations related to these laws, as well as the provisions of the Trade Registry Regulation and other relevant legislation; approval or rejection of the proposal regarding the transfer of Entek Elektrik Üretimi A.Ş shares with a total nominal value of 471,363.641,52- TL, owned by our Company, to Türkiye Petrol Rafinerileri A.Ş. through a partial demerger transaction through the associates model, and the Partial Demerger Agreement and the Partial Demerger Report prepared in this regard.

In accordance with the Articles 159 to 179 of the Turkish Commercial Code No. 6102 regulating the demerger institution, Articles 19 and 20 of the Corporate Tax Law No. 5520, Corporate Tax General Communiqué Serial No. 1, Capital Market Law No. 6362, CMB's Communiqué on Mergers and Demergers (II-23.2), the Trade Registry Regulation and other relevant legislation, Partial Demerger to be carried out by the transfer of Entek shares with a nominal value of 471,363,641.52TL, which corresponds to 49.62% of the registered Entek capital in Koç Holding's assets, to Tüpraş through a partial demerger transaction by means of associates model, together with all its rights and debts, in accordance with the principle of universal succession simultaneously with the transfer of Entek shares with a nominal value of 471,363,816.52 TL, which corresponds to 49.62% of the registered Entek capital in Aygaz's assets, to Tüpraş through a partial demerger my means of a model of share transfer to its shareholders, together with all its rights and debts, in accordance with the principle of universal succession along with Partial Demerger Agreement and Partial Demerger Report prepared and approved by the Board of Directors within this scope will be submitted for the information and the approval of our shareholders.

4. Wishes and Opinions.