



Coca-Cola İecek AŞ

**Information Document for
Extraordinary General Assembly
dated February 17, 2021**

Information Document for Coca-Cola İçecek AŞ Extraordinary General Assembly

With the decision of the Board of Directors dated September 10, 2020, it was decided to invite our Company's shareholders to the Extraordinary General Assembly meeting to be held on October 5, 2020 to discuss the distribution of a total TL 211,127,749.00 gross dividends to be paid from accumulated profits. However, due to the extension of the restriction period for the distribution of profits specified in the Provisional Article 13 of the Turkish Commercial Code numbered 6102 by three months to December 31, 2020, the Extraordinary General Assembly was cancelled. Now that the restriction period has ended, CCI Board of Directors resolved to invite our Company's shareholders to the Extraordinary General Assembly meeting to be held on **17.02.2021** at 11.00 at the address Dudullu OSB Mah., Deniz Feneri Sk. No:4 Ümraniye 34776 İstanbul to discuss the agenda agenda set forth below.

Dividend Distribution Proposal along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address Dudullu OSB Mah., Deniz Feneri Sk. No:4 Ümraniye 34776 İstanbul, our website at www.cci.com.tr, at Public Disclosure Platform, Electronic General Assembly System, E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System ("EGKS") should have a secure e-signature and also be registered with the e-MKK informative portal of Merkezi Kayıt İstanbul A.Ş. The shareholders or their representatives who do not have secure e-signature or are not registered with the e-MKK informative portal, will not be able to attend the meeting electronically through EGKS

Shareholders using the Electronic General Assembly System are requested to comply with the provisions of: the "The Regulation on Electronic General Assemblies of Joint Stock Companies" published in the Official Gazette numbered 28395 dated 28.08.2012, and The Communiqué on Electronic General Assembly System to be used for the General Assembly Meetings of Joint-Stock Companies published in the Official Gazette numbered 28396 and dated 29.08.2012.

The shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (Appendix 2) or published at our Company's website addressed www.cci.com.tr or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Within the scope of the actions taken to contain COVID-19 outbreak globally and in Turkey, a series of precautions for general assembly meetings have been announced by Republic of Turkey Ministry of Trade, especially considering the intensity of the general assembly meetings of companies. Accordingly shareholders are advised to attend the general assembly meetings

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electronically instead of attending physically. In line with the advice, we respectfully request our shareholders to prefer attending CCI's Ordinary General Assembly Meeting electronically by completing the necessary procedures for electronic participation instead of physical participation.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, our corporate website www.cci.com.tr or our head office for more information, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Pursuant to Capital Markets Law, shareholders shall not be further sent a registered letter for those shares which are registered and traded on the Stock Exchange.

Respectfully submitted to the attention of the Shareholders.

COCA-COLA İÇECEK AŞ BOARD OF DIRECTORS

Company Address: Dudullu OSB Mah. Deniz Feneri Sk. No:4 Ümraniye 34776 İstanbul
Trade Registration and Number: İstanbul/265859

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ADDITIONAL EXPLANATIONS UNDER CMB REGULATIONS

The information given as per the Article 1.3.1 of the Corporate Governance Principles which are annexed to the Corporate Governance Communiqué numbered II.17.1 are as follows:

1. Shareholding Structure and Voting Rights

The Articles of Association of our Company do not stipulate any privileges for the exercise of voting rights.

CCI's Articles of Association do not restrict the transfer of Class C shares. However, there are certain conditions for the transfer of Class A and Class B Shares.

Class A and Class B shares have certain privileged rights with respect to management. CCI has a Board of Directors consisting of 12 members, 7 of whom are nominated by Class A shareholders and 1 of whom is nominated by Class B Shareholders. The remaining 4 Directors are independent.

As of the date of the publication of this Information Document, the voting rights of our shareholders are presented in the table below:

Trade Title/Name Surname of Shareholder	Share in Capital (TL)	Share in Capital (%)	Voting Right (TL)	Voting Right Percentage (%)
Anadolu Efes Biracılık ve Malt San. A.Ş.	102,047,307.75	40.12	102,047,307.75	40.12
The Coca-Cola Export Corporation	51,114,279.79	20.09	51,114,279.79	20.09
Efes Pazarlama ve Dağıtım Tic. A.Ş.	25,788,051.33	10.14	25,788,051.33	10.14
Özgörkey Holding A.Ş.	4,787,742	1.88	4,787,742	1.88
Publicly held	70,633,372.29	27.77	70,633,372.29	27.77
Other	28.85	0.00	28.85	0.00
Total	254,370,782.00	100.00	254,370,782.00	100.00

2. Information on Requests by Shareholders, CMB or Other Public Authorities to Add Items to the Agenda:

No such request has been communicated for the Extraordinary General Assembly meeting to be convened to discuss.

3. Information on any change in the Management and Operational activities of the Company and its Subsidiaries in the previous Fiscal Period and the Changes that are Planned for the Following Fiscal Periods and the Reasons of These Changes

There are no significant changes in the management and operational activities of the Company and its subsidiaries that affected the Company during the previous fiscal period or is expected to have an impact in the following fiscal periods.

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COCA-COLA İÇECEK ANONİM ŞİRKETİ AGENDA FOR THE EXTRAORDINARY GENERAL ASSEMBLY DATED FEBRUARY 17, 2021

1 Opening of the meeting, election of the Chairmanship Council

The Chairmanship Council that will chair the Extraordinary General Assembly Meeting will be established pursuant to the relevant regulations

2. Approval of the Board of Directors' proposal on distribution of profits

On January 20, 2021, Coca-Cola İçecek AŞ's (CCI) Board of Directors resolved

With the decision of the Board of Directors dated September 10, 2020, it was decided to invite our Company's shareholders to the Extraordinary General Assembly meeting to be held on October 5, 2020 to discuss the distribution of a total TL 211,127,749.00 gross dividends to be paid from accumulated profits. However, due to the extension of the restriction period for the distribution of profits specified in the Provisional Article 13 of the Turkish Commercial Code numbered 6102 by three months to December 31, 2020, the Extraordinary General Assembly was cancelled. With the expiration of the restriction period, CCI Board of Directors resolved to invite our Company's shareholders to the Extraordinary General Assembly meeting to discuss to distribute a total TL 211.127.749,00 gross dividends (from extraordinary reserves after legal liabilities are deducted) to be fully paid from accumulated profits and to be paid starting from 18.02.2021.

3. Closing

APPENDIX:

Appendix 1: Proxy

Appendix 2: Dividend Distribution Table

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Appendix 1: Proxy

PROXY FORM COCA-COLA İÇECEK AŞ

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 Extraordinary General Assembly Meeting of Coca-Cola İçecek A.Ş. that will convene on February 17, 2021, at 11:00 at the address of Dudullu OSB Mah., Deniz Feneri Sk. No:4 Ümraniye 34776 İstanbul.

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 line with the proposals of the partnership 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 extraordinary general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening of the meeting and election of the Chairmanship Council,			
2. Approval of the Board of Directors' proposal on distribution of profits			
3. Closing.			

(*) No voting on the informative items. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during Extraordinary General Assembly meeting and rights of minority:

a) The attorney is authorized to vote according to his/her opinion. ☐

b) The attorney is not authorized to vote in these matters. ☐

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c) The attorney is authorized to vote for agenda items in accordance with the following instructions: ☐

SPECIAL INSTRUCTIONS: The special instructions (if there is 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 voting power 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 followed up electronically.

**For the shares which are followed up electronically, information related to the group 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 attorneys should submit the equivalent information mentioned above.

Signature

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Appendix 2 : Dividend Distribution Table

COCA-COLA İÇECEK A.Ş. 2021 DIVIDEND DISTRIBUTION TABLE (TL)

		As per CMB	As per Statutory Records
1.	Paid-in Capital	254,370,782.00	254,370,782.00
2.	General Legal Reserves (Based on the Legal Records)	176,483,681.20	176,483,681.20
	Information Regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		
3.	Profit /(Loss) 2019	1,212,450,00.00	277,129,187.18
4.	Taxes (-)	246,681,000.00	-
5.	Net Profit / (Loss) (=)	965,769,000.00	277,129,187.18
6.	Previous Years' Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT (=)	965,769,00.00	277,129,187.18
9.	Donations within the year (+)	4,062,529.14	
10.	NET DISTRIBUTABLE PROFIT INCLUDING THE DONATIONS	969,831,529.14	
11.	First Dividend to Shareholders of Ordinary Shares	-	
	- Cash Dividend	-	
	- Bonus Issue	-	
	- Total	-	
12.	Dividend Distributed to Privileged Shareholders		
13.	Other Distributed Dividend		
	- To Members of Board of Directors		
	- To Employees		
	- To Other Persons Excluding Shareholders		
14.	Dividends to the holders of Redeemed Shares		
15.	Second Dividend to Shareholders of Ordinary Shares	-	
16.	General Legal Reserves	19,840,921.00	
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	-	
20.	Distributable Other Sources	211,127,749.00	
	- Previous Year Profit		
	- Extraordinary Reserves	211,127,749.00	
	- Other Reserves Distributable as per Law and Articles of Association		

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	GROUP	TOTAL DIVIDEND (TL)		TOTAL DIVIDEND/ NET DISTRIBUTABLE PROFIT	DIVIDEND PER 1 TL NOMINAL VALUED SHARE	
		CASH DIVIDEND (TL)	BONUS ISSUE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	66.399.999,98	-	0,3145015	0,8300000	83,00000
	B with withholding tax	36.061.137,67	-	0,1708025	0,7055000	70,55000
	C with withholding tax	50.944.948,18	-	0,2412992	0,7055000	70,55000
	C without withholding tax	42.367.648,02	-	0,2006730	0,8300000	83,00000
	TOTAL	195.773.733,85				
THE AMOUNT OF DISTRIBUTED DIVIDENDS (TL)		PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)				
211.127.749		21,77%				