



## **Coca-Cola İçecek AŞ**

**Information Document for  
Ordinary General Assembly dated April 20, 2020**

## Information Document for Coca-Cola İçecek AŞ General Assembly

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Coca-Cola İçecek AŞ's Ordinary General Assembly meeting for the year 2019 shall be held on **April 20, 2020**, at **10:30** at "Dudullu OSB Mah., Deniz Feneri Sk. No: 4 Ümraniye 34776, İstanbul" to discuss the agenda items stated below.

Financial Statements, Independent Auditor's Report, the Corporate Governance Principles Compliance Report, Dividend Proposal for the year 2019 as well as the Informative Document for the General Assembly meeting which includes the below agenda items and required explanations as per the Capital Markets Board's regulations shall be made available to the Shareholders at the Company headquarters located at "Dudullu OSB Mah. Deniz Feneri Sk. No: 4 Ümraniye 34776, İstanbul", on the Company website at [www.cci.com.tr](http://www.cci.com.tr), on Public Disclosure Platform as well as the Electronic General Assembly System, three weeks prior to the meeting.

With rights and obligations of shareholders who shall participate electronically over the Electronic General Assembly System being reserved, shareholders who are unable to attend the meeting in person have to issue their proxies according to the attached proxy form or obtain the proxy form from the Company headquarters or the Company website at [www.cci.com.tr](http://www.cci.com.tr) and accordingly submit their proxies bearing their notarised signatures to the Company by fulfilling the conditions set forth in the "Communiqué on Voting by Proxy and Proxy Solicitation" number II-30.1 which took effect upon publication on the Official Gazette dated 24.12.2013 and numbered 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. **It shall not be possible to attend the general assembly with a proxy which does not comply with the proxy form required under the aforementioned Communiqué and a copy of which is attached hereto.**

Shareholders who shall vote using the Electronic General Assembly System are kindly asked to obtain information from the Central Registry Agency, the Company website at [www.cci.com.tr](http://www.cci.com.tr) or the Company Headquarters to ensure that they comply with the provisions of the "Regulations Concerning 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

# Information Document for Coca-Cola İçecek AŞ General Assembly

## ADDITIONAL EXPLANATIONS UNDER CMB REGULATIONS

Additional explanations concerning agenda items required under the CMB's "Communiqué on Corporate Governance (II-17.1)" are provided for the relevant agenda item below and general explanations are submitted for your information in this section:

### 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	<b>254,370,782.00</b>	<b>100.00</b>	<b>254,370,782.00</b>	<b>100.00</b>

### 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 Ordinary General Assembly meeting to be convened to discuss the activities in 2019.

### 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.

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## COCA-COLA İÇECEK ANONİM ŞİRKETİ

### AGENDA FOR THE ORDINARY GENERAL ASSEMBLY DATED APRIL 20, 2020

#### 1 Opening of the meeting, election of the Chairmanship Council

According to the provisions of the “Turkish Commercial Code” (TCC) and “Regulations Concerning Principles and Procedures that apply to General Assembly Meetings at Joint Stock Companies and Representatives Appointed by the Ministry of Customs and Trade to Attend These Meetings” (“Regulation”) a Chairman shall be elected to preside over the General Assembly meeting. The Chairman shall appoint at least one Clerk in accordance with the General Assembly internal directive. The Chairman may also appoint a sufficient number of vote collecting officers.

#### 2. Reading and discussion of the Annual Report prepared by the Board of Directors

Independently audited annual report of our Company for the accounting period of January – December 2019, prepared pursuant to the CMB’s Financial Reporting Communiqué (II-14.1) and in compliance with the Turkey Accounting Standards/ Turkey Financial Reporting Standards issued by the Public Oversight Accounting and Auditing Standards Authority and approved by the CCI Board of Directors and the Audit Committee, together with its statement of responsibility, has been published on the Public Disclosure Platform on 26 February 2020. The annual report is also available at the Company headquarters as well as on the corporate website at [www.cci.com.tr](http://www.cci.com.tr).

#### 3. Reading of the Independent Audit Report

The summary of the independently audited financial statements of our Company for the accounting period of January – December 2019, prepared pursuant to the CMB’s Financial Reporting Communiqué (II-14.1) and in compliance with the Turkey Accounting Standards/ Turkey Financial Reporting Standards issued by the Public Oversight Accounting and Auditing Standards Authority, will be submitted to the information of the General Assembly. Independent Audit Report is available on the Public Disclosure Platform, the Corporate website at [www.cci.com.tr](http://www.cci.com.tr) as well as in the 2019 Annual Report.

#### 4. Reading, discussion and approval of our Company’s Financial Statements for the year 2019 prepared in accordance with the Capital Markets legislation

Pursuant to the TCC and the CMB regulations, the Consolidated Balance Sheet as of 31 December 2019 and the Income Statement for the period 1 January 2019 and 31 December 2019 shall be read, discussed and voted upon at the General Assembly. These documents are available on the Public Disclosure Platform, at the company headquarters and on the corporate website at [www.cci.com.tr](http://www.cci.com.tr).

#### 5. Release of each and every member of the Board of Directors from liability with regards to the 2019 activities of the Company

Pursuant to the TCC and the Regulation, a proposal for releasing the members of the Board of Directors for the accounts and operations of 2019, shall be submitted to the approval of the General Assembly.

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## 6. Approval of the Board of Directors' proposal on distribution of profits for 2019

As per the resolution of the Board of Directors of Coca-Cola İçecek (CCI) dated March 3, 2020;

In 2019, our Company recorded a net income of TL 965,769,000 in the consolidated financial statements prepared in accordance with the Turkish Financial Reporting Standards. The Board of Directors resolved to propose to the General Assembly the distribution of a total TL 450,236,284 gross dividends to be paid starting from May 28, 2020. After legal liabilities are deducted, TL 250,688,000 of this amount will be paid from 2019 net income, and TL 199,548,284 will be paid from extraordinary reserves. As per the proposal, the remainder of 2019 net income will be added to the extraordinary reserves.

Subject to the approval of the General Assembly, a gross cash dividend of TL 1.77 (net TL 1.77) per 100 shares, representing TL 1 nominal value, will be paid to Turkey-based full and limited corporate taxpayers, who receive dividends through an established business or a representative office in Turkey. Other shareholders will receive gross TL 1.77 (net TL 1.5045) per 100 shares.

Please refer to **APPENDIX 1** for CCI's dividend distribution table and informative table on dividend rates.

There is no dividend privilege that applies to share certificates.

## 7. Appointment of the Board of Directors and determination of their term of office and fees

Members shall be elected in place of those Board Members whose terms of office have expired and to ensure compliance with the CMB's Corporate Governance Communiqué. 4 members of the total 12 members in the Board of Directors, shall meet the independency criteria defined in the CMB's Corporate Governance Principles.

With the resolution of our Board of Directors following the recommendation of our Corporate Governance Committee based on its assessment of the candidates, Mr. Ali Galip Yorgancioğlu, Mr. Uğur Bayar, Mr. Tayfun Bayazıt and Mr. İzzet Karaca have been determined as Independent Board Member candidates and the CMB with its decision dated 21.02.2020 and numbered 29833736-110.07.07-E.2130 confirmed that it did not have any dissent opinion thereto.

The resumes of current members of the Board of Directors are available in the annual report and on the corporate website at [www.cci.com.tr](http://www.cci.com.tr). The resumes of board member candidates are provided under **APPENDIX 2**.

Remuneration for the members of the Board of Directors shall be determined according to the provisions of the TCC and Regulation and the principles set forth in our articles of association.

## 8. Approval of the appointment of the Independent Audit Firm, selected by the Board of Directors, in accordance with Turkish Commercial Code and Capital Markets Board's regulations

In line with the opinion of the Audit Committee and in compliance with Capital Markets Board's Communiqué on Independent Audit, on March 20, 2020, Coca-Cola İçecek's (CCI) Board of Directors resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member of Deloitte Touche Tohmatsu Limited) to audit our Company's 2020 financial

## Information Document for Coca-Cola İçecek AŞ General Assembly

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statements. It was also decided to submit the appointment resolution for the approval of the General Assembly.

### **9. Informing the General Assembly on the donations made by the Company in 2019, in accordance with the Capital Markets Board's regulations,**

Article 6 of the Capital Market Board's Communiqué on Dividends (II-19.1) stipulates as follows: "Shareholders may make donations subject to the condition that the articles of association contain a provision to that effect. The limit of any donations to be made shall be determined by the general assembly in case such limit is not indicated in the articles of association". The same article also states that any donations and payments to be made must be submitted to the shareholders for information in the general assembly.

In compliance with the legal explanations given above articles 3 (viii) and 15.1.b. of the articles of association of our company include provisions regarding donations and the limit to apply to the same. In 2019, CCI donated total amount of TL 4,000,000 to Anadolu Education and Welfare Foundation as specified in Article 15 of the Articles of Association. A total amount of TL 62,529.14 was donated to other non-profit associations and tax-exempt foundations.

### **10. Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favor of third parties for the year 2019 and the income or benefit obtained by the Company, in accordance with the Capital Markets Board's regulations**

Pursuant to Article 12.(4) of Corporate Governance Communiqué (II-17.1), guarantees, pledges, mortgages and suretyship granted and established in favor of third persons as well as revenues or interests obtained have to be included as a separate item on the agenda of the ordinary general assembly meeting. Our Company did not grant or establish any surety, guarantee, pledge or mortgage in favor of any third parties.

### **11. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communiqué (II-17.1.) of the of the Capital Markets Board**

According to principle number 1.3.6 of Annex-1 of the Capital Market Board's Corporate Governance Communiqué number II-17.1: "In the event shareholders with management control, members of board of directors, managers with administrative responsibility and their spouses and relatives by blood and marriage up to second degree engage in a material transaction with the partnership or its affiliates which may result in conflicts of interest and/or carry out, for their own account or on account of others, a transaction of a commercial nature which is considered among the fields of activity of the partnership or its affiliates or join another partnership which is engaged in the same kind of business as a partner with unlimited liability the said transactions shall be included on the agenda of the general assembly under a separate agenda item to provide detailed information about the same in the general assembly and recorded on the general assembly minutes." The General Assembly shall be informed that no transaction of the nature mentioned above was carried out during 2019.

### **12. Granting authority to Members of the Board of Directors according to Articles 395 and 396 of Turkish Commercial Code**

Performance of any of the transactions described in Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the TCC by members of

## Information Document for Coca-Cola İecek AŞ General Assembly

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the Board of Directors is subject to the approval of the General Assembly. Therefore, permitting members to perform such transactions shall be submitted to the approval of the General Assembly.

### 13. Closing

# Information Document for Coca-Cola İecek AŞ General Assembly

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## APPENDIX:

**Appendix 1:** Dividend Distribution Table

**Appendix 2:** Resumes of Candidate Members of the Board of Directors

**Appendix 3:** Independent Board Member Candidates' Statement of Independent Status

# Information Document for Coca-Cola İçecek AŞ General Assembly

## Appendix 1: Dividend Distribution Table

### COCA-COLA İÇECEK AŞ 2019 DIVIDEND DISTRIBUTION TABLE (TL)

		As per CMB	As per Statutory Records
1.	<b>Paid-in Capital</b>	254,370,782.00	254,370,782.00
2.	<b>General Legal Reserves (Based on the Legal Records)</b>	153,844,681.60	153,844,681.60
	Information Regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		
3.	<b>Profit /(Loss) 2019</b>	<b>1,212,450,000.00</b>	<b>277,129,187.18</b>
4.	<b>Taxes (-)</b>	246,681,000.00	-
5.	<b>Net Profit / (Loss) (=)</b>	<b>965,769,000.00</b>	<b>277,129,187.18</b>
6.	<b>Previous Years' Losses (-)</b>	-	-
7.	<b>General Legal Reserves (-)</b>	-	-
8.	<b>NET DISTRIBUTABLE PROFIT (=)</b>	<b>965,769,000.00</b>	<b>277,129,187.18</b>
9.	Donations within the year (+)	4,062,529.14	
10.	<b>NET DISTRIBUTABLE PROFIT INCLUDING THE DONATIONS</b>	<b>969,831,529.14</b>	
11.	<b>First Dividend to Shareholders of Ordinary Shares</b>	<b>250,688,000.00</b>	
	-Cash Dividend	250,688,000.00	
	-Bonus Issue		
	-Total	250,688,000.00	
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.	<b>Second Dividend to Shareholders of Ordinary Shares</b>	-	
16.	<b>General Legal Reserves</b>	<b>43,751,774.50</b>	
17.	Statutory Reserves		
18.	Special Reserves		
19.	<b>EXTRAORDINARY RESERVES</b>	-	
20.	<b>Distributable Other Sources</b>	<b>199,548,284.00</b>	
	-Previous Year Profit		
	-Extraordinary Reserves	199,548,284.00	
	-Other Reserves Distributable as per Law and Articles of Association		

# Information Document for Coca-Cola İçecek AŞ General Assembly

**COCA-COLA İÇECEK AŞ 2019 Dividend Rates Table**

	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	141,599,999.96	-	0.3145015	1.7700000	177.00000
	B with withholding tax	76,901,462.27	-	0.1708025	1.5045000	150.45000
	C with withholding tax	108,641,636.47	-	0.2412992	1.5045000	150.45000
	C without withholding tax	90,350,285.53	-	0.2006730	1.7700000	177.00000
	<b>TOTAL</b>	<b>417,493,384.22</b>				
THE AMOUNT OF DISTRIBUTED DIVIDENDS (TL)	PAY OUT RATIO ( DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)					
<b>450,236,284</b>	<b>46.42%</b>					

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## Appendix 2: Resumes of Candidate Members of the Board of Directors

### **Tuncay Özilhan**

#### **Board of Directors member candidate**

Tuncay Özilhan who was born in Kayseri, studied in Saint-Joseph high school then graduated from the Faculty of Economics of İstanbul University. He has received his MBA degree from Long Island University in the United States. He started his career in 1977 as General Director of Erciyas Brewery, and assumed the roles of Coordinator of the Beer Group and General Coordinator of Anadolu Group. Tuncay Özilhan acted as the CEO of Anadolu Group from 1984 to February 2017. Anadolu Group Chairman Özilhan has also been serving as Chairman of Anadolu Foundation as well as various Group companies. Özilhan served as the Chairman of TÜSİAD (Turkish Industrialist's and Businessmen's Association) from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include; Chairman of the Turkish – Russian Business Council, Member of the Board at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of Anadolu Efes Sports Club. Tuncay Özilhan holds Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and "The Order of the Rising Sun, Gold and Silver Star", constituting one of the most important orders awarded by Japanese government.

### **Galya Fani Molinas**

#### **Board of Directors member candidate**

Serving as the Vice Chairman of the Board at Coca-Cola İçecek since 2016, Galya Frayman Molinas began her career at Coca-Cola in 1996, leading Marketing in Turkey, Central Europe & Russia until 2005. She served as marketing function lead in Coca-Cola Eurasia Group, which included Russia, India, Adriatic & Balkans, Caucasus & Central Asia and Middle East geographies 2005 through 2008. In 2009, Molinas was named Coca-Cola Turkey Business Unit President; her responsibilities were extended to Caucasus and Central Asia in 2012 and she served in this capacity until 2017. Before joining The Coca-Cola Company, Molinas spent seven years in brand management at Unilever Turkey. Prior to this, she earned a Bachelor's degree in Economics and Administrative Sciences from Boğaziçi University. She is a member of the Advisory Board of Harvard Business School's MENA and Central Asia Research Center and is a trustee of the Boğaziçi University Foundation. She served as a founding member of Coca-Cola Global Women's Leadership Council. She was the President of the Coca Cola Foundation in Turkey in 2009-2017. Molinas chaired Turkey Business Council for Sustainability for four years and served at the Board of YASED, Turkey's International Investors Association for three terms. Molinas headed Global Strategy & Insights at the Coca-Cola Company and currently is president of the Mexico business unit of The Coca-Cola Company since January 2019.

### **Talip Altuğ Aksoy**

#### **Board of Directors member candidate**

T. Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Mr. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at the Group as the Director of Purchasing and Logistics from 2006, Mr. Aksoy was appointed Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served

## Information Document for Coca-Cola İçecek AŞ General Assembly

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in this position until January 2017. Mr. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

### **Kamilhan Süleyman Yazıcı** **Board of Directors member candidate**

Kamil Yazıcı holds a bachelor's degree in business administration from Emory University in USA, an MBA degree from AIBEC (American Institute of Business and Economics) in Russia and has completed the GMP program at Harvard Business School. Starting his career in Anadolu Group Finance Department in 2000, Mr. Yazıcı later worked in Anadolu Efes Russia Marketing Department between 2003-2005 and was appointed as New Product Development Manager in 2005. Continuing his career in Russia as Logistic Systems Manager during 2006-2008, Mr. Yazıcı was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Mr. Yazıcı assumed the role of Anadolu Efes Moldova Managing Director between 2011-2014 and was later appointed as Market Development Director in Anadolu Efes Headquarters, a position held until April 2017. Mr. Yazıcı currently serves as Board Member and Vice-Chairman in Anadolu Group companies.

### **Kamil Ömer Bozer** **Board of Directors member candidate**

Born in 1958 in İstanbul, Ömer Bozer holds a bachelor's degree in Business Administration from the Middle East Technical University and received his MBA from Georgia State University. Mr. Bozer began his professional career in Koç Group as an MT and served as Deputy Chief Executive in Maret and General Manager at Düzey Pazarlama, respectively. He was appointed as General Manager of Migros in 2002. Ömer Bozer served at the Koç Group as President of Food, Retailing and Tourism Group (2005-2006), President of Food and Retailing Group (2006-2008) and once again as President of Food, Retailing and Tourism Group (2008- 2011). Mr. Bozer currently serves as Independent Board Member in Tüpraş, Arçelik, Boyner Perakendecilik and Söktaş, and Board Member in Adel, McDonald's and Kamil Yazıcı Yönetim Danışmanlık.

### **Mehmet Cem Kozlu** **Board of Directors member candidate**

Dr. Cem Kozlu received his bachelor's degree from Denison University, MBA from Stanford University and PhD from Boğaziçi University. Dr. Kozlu held executive positions at NCR in the US, Procter&Gamble in Switzerland and was the General Manager in Komili for 12 years. He was appointed as the General Manager and Chairman of the Board of Directors of Turkish Airlines in 1988 and held these positions until 1991. He also served as the Chairman of the Association of European Airlines (AEA) in 1990. Cem Kozlu remained in public service as a member of the Turkish Parliament from 1991 to 1995 and as the Chairman of the THY Board of Directors from 1997 to 2003. Dr. Kozlu has held different positions in The Coca Cola Company since 1996. Before retiring in 2006, he was the Group President responsible for 51 countries in the Vienna-based Central Europe, Eurasia and Middle East Group and served as a consultant in The Coca-Cola Company Eurasia & Africa Group between 2007 and 2015. Kozlu held board membership positions in Hürriyet and TAV. Currently, Cem Kozlu serves as a member of the Board of Directors of İstanbul-based Coca Cola İçecek, Efes Biracılık ve Malt Sanayii, Koç Holding, Pegasus Airlines, Şişecam and Vienna-based DO & CO Aktiengesellschaft and as a member of the Board of Trustees of Anadolu-Johns Hopkins Sağlık Merkezi (Anadolu-Johns Hopkins Health Center), Anadolu Vakfı (Anadolu Foundation) and İstanbul Modern Sanatlar Vakfı (İstanbul Modern Arts Foundation). He is also the Chairman of the Board of Directors of

## Information Document for Coca-Cola İçecek AŞ General Assembly

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Global Relations Forum. Dr. Kozlu, who served as a lecturer at Boğaziçi and Denison universities at different times, has 10 published books, numerous articles and management TV series.

### **Ahmet Boyacıođlu**

#### **Board of Directors member candidate**

Born in 1946, Ahmet Boyacıođlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıođlu began his professional career with the Efes Beverage Group (Anadolu Efes) in 1973. He served in various positions from 1973 to 2005 including Bursa Region Sales Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. General Manager, Eastern Europe President, International Beer Operations Group President, and Strategy and Business Development Director. Mr. Boyacıođlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February. Mr. Boyacıođlu still continues to serve as a Board Member in various Anadolu Group companies.

### **Mehmet Hurşit Zorlu**

#### **Board of Directors member candidate**

Mr. Zorlu has been a Board Member of CCI since 2004. He holds a Bachelor of Science degree in Economics from Istanbul University. Prior to joining Anadolu Group in 1984, he held various positions in Toz Metal and Turkish Airlines. Mr. Zorlu joined Anadolu Group as a Marketing Specialist at the Efes Beverage Group and held various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director. Mr. Zorlu held the position of Chief Financial Officer (CFO) for Efes Beverage Group between 2000-2008 and the position of CFO for Anadolu Group between 2008-2013. From 2013 onwards he served as the Deputy CEO of Anadolu Group, until his appointment as the CEO of Anadolu Group in February 2017. He also currently acts as a Board Member in various Anadolu Group companies. Mr. Zorlu serves as a Board Member in Turkish Investor Relations Society (TUYİD).

### **İzzet Karaca**

#### **Board of Directors independent member candidate**

Born in 1954, İzzet Karaca graduated from Boğaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985 and 1988, Mr. Karaca worked as Systems and Organization Director at Ford Otosan. From 1988 onwards, he held several positions at Unilever in Germany, Turkey and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011 and 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Turkey and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Mr. Karaca retired from his duties as of 31 December 2013. In 2015, he published his first book called "The New CEO is... You". İzzet Karaca complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## **Ali Galip Yorgancıoğlu**

### **Board of Directors independent member candidate**

A. Galip Yorgancıoğlu graduated from Galatasaray High School and then he studied at the Faculty of Business Administration at Boğaziçi University. He started his professional life at Phillip Morris as Marketing Manager of Marlboro Cigarettes. Later on, he worked as South East European Marketing Director at Diageo, Turkey and Eurasia Marketing Director at Coca-Cola, and then Turkey General Manager at Burger King. In April 2004, he started to work as CEO of Mey İçki, which was founded after Tekel Alcoholic Beverages section has been privatized in December 2003. He continued to work as CEO of Mey İçki / Diageo Turkey until he retired on September 30, 2017. Mr. Yorgancıoğlu complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

## **Uğur Bayar**

### **Board of Directors independent member candidate**

Uğur Bayar received his Bachelor of Science degree in Applied Mathematics and Statistics from the State University of New York in 1997. Bayar began his career at Citibank Turkey in 1987, taking various positions at the treasury of the bank until 1992, when he moved to public service. Between 1992 and 1997, he served as Vice President of Public Partnership Administration of the Prime Ministry of Turkey and between 1997 and 2002 as President of Privatization Administration of the Prime Ministry of Turkey. During this period, he served as Chairman of the board of Erdemir and Petrol Ofisi and a board member of Turkish Airlines and Türk Telekom. Uğur Bayar joined Credit Suisse in 2004 and worked as Turkey's Chief Executive Officer and Head of Investment Banking until 2017. In addition, Bayar serves as Chairman of WWF Turkey (World Wildlife Foundation) while he serves as a board member at; Anadolu Grubu Holding, Anadolu Efes, Tekfen, Teknoloji Yatırım ve Tic. A.Ş and at SAMUMED Biotechnology Company, based in San Diego. Mr. Bayar complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

## **Tayfun Bayazıt**

### **Board of Directors independent member candidate**

Born in 1957, Tayfun Bayazıt got his bachelor's degree in mechanical engineering from the Southern Illinois University, followed by a master's degree (MBA) from Columbia University. Having started his career at Citibank in 1983, Bayazıt assumed Executive Vice President and Senior Executive Vice President positions at Yapı Kredi Bank from 1986 until 1995. He was President and CEO at Interbank from 1995 to 1996, and at Banque de Commerce et de Placements from 1996 to 1999. Having served as Vice Chairman at Doğan Holding from 1999 until 2001, Bayazıt was later appointed as CEO and Board member at Dışbank (2001-2005), Fortis Bank (2005-2007), and Yapı Kredi Bank (2007-2009), where he consequently served as Chairman from 2009 to 2011. He has been working as a consultant since 2011. He assumes various roles at NGOs such as TÜSİAD (Turkish Industrialist's and Businessmen's Association), The Educational Volunteers Foundation of Turkey (TEGV), Corporate Governance Association of Turkey (TKYD), WRI Türkiye and Darüşşafaka. Tayfun Bayazıt complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## Appendix 3: Independent Board Member Candidates' Statement of Independent Status

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

"I hereby declare and state that

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 13.12.1960, numbered 193;
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange
- I am not registered and announced as a board member representing a legal entity

and thus I shall carry out the duties imposed upon me due to my being a board member as an independent member."