

AMENDMENT DRAFT OF THE ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
<p><u>CAPITAL</u></p> <p><u>ARTICLE 7</u></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL 900,000,000.-(nine hundred million Turkish Liras).</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p>	<p><u>CAPITAL</u></p> <p><u>ARTICLE 7</u></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL 900,000,000.-(nine hundred million Turkish Liras).</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p>

In conformity with the relevant provisions of the Capital Market Law and relevant legislation, if required, the Company is authorized to increase its issued capital by issuing new shares up to the registered capital ceiling, to restrict the shareholder's right to purchase new shares and to issue new shares which are above the nominal values. Right to purchase new shares can not be used in a way that will cause inequalities between shareholders.

The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between 2016-2020 (five years). Even if the previously set capital ceiling is not reached as the end of year 2020, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.

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The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between **2021-2025** (five years). Even if the previously set capital ceiling is not reached as the end of year **2025**, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.

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<p data-bbox="188 264 485 300"><u>BOARD MEETINGS</u></p> <p data-bbox="188 331 384 367"><u>ARTICLE 14</u></p> <p data-bbox="188 398 802 524">The Board of Directors will convene if and when required in the course of the Company's business.</p> <p data-bbox="188 555 820 716">For convention of the Board, simple majority of all Directors should be represented in the meeting. Resolutions may be passed through the simple majority of all Directors.</p> <p data-bbox="188 748 802 828">Directors may not vote in the name of each other or may not attend meetings by proxy.</p> <p data-bbox="188 860 802 1106">In the case of equality of votes, the subject matter of voting will be postponed to the upcoming meeting. In case of a recurrent equality of votes in the next meeting, the agenda item will be deemed to have been rejected.</p> <p data-bbox="188 1137 815 1890">Unless one of the Director requests a meeting, decisions of the Board of Directors may also be taken by obtaining written consents of the simple majority of all Directors for a proposal issued in the form of a resolution presented by a Director on a certain subject matter. The validity of such resolution to be so passed essentially requires the submittal of the same proposal to all Directors. Consents of Directors do not necessarily need to be presented on the same document, yet all documents containing the counter signatures should be attached to the Board's resolution book or transformed into a resolution containing the signatures of all affirmants that will further be registered into the resolution book.</p> <p data-bbox="188 1921 802 2047">Validity of the Board decisions is subject to being recorded in the decisions book and duly signed by the Directors.</p>	<p data-bbox="850 264 1147 300"><u>BOARD MEETINGS</u></p> <p data-bbox="850 331 1046 367"><u>ARTICLE 14</u></p> <p data-bbox="850 398 1465 524">The Board of Directors will convene if and when required in the course of the Company's business.</p> <p data-bbox="850 555 1482 716">For convention of the Board, simple majority of all Directors should be represented in the meeting. Resolutions may be passed through the simple majority of all Directors.</p> <p data-bbox="850 748 1471 828">Directors may not vote in the name of each other or may not attend meetings by proxy.</p> <p data-bbox="850 860 1471 1106">In the case of equality of votes, the subject matter of voting will be postponed to the upcoming meeting. In case of a recurrent equality of votes in the next meeting, the agenda item will be deemed to have been rejected.</p> <p data-bbox="850 1137 1489 1890">Unless one of the Director requests a meeting, decisions of the Board of Directors may also be taken by obtaining written consents of the simple majority of all Directors for a proposal issued in the form of a resolution presented by a Director on a certain subject matter. The validity of such resolution to be so passed essentially requires the submittal of the same proposal to all Directors. Consents of Directors do not necessarily need to be presented on the same document, yet all documents containing the counter signatures should be attached to the Board's resolution book or transformed into a resolution containing the signatures of all affirmants that will further be registered into the resolution book.</p> <p data-bbox="850 1921 1465 2047">Validity of the Board decisions is subject to being recorded in the decisions book and duly signed by the Directors.</p>

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Those who have the right to attend the meeting of the board of directors of the company can also attend these meetings electronically in accordance with the 1527th article of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow beneficiaries to attend and vote in electronic means in accordance with the provisions of the Communiqué on Boards to be Held in Electronic Platform Except for the Joint Stock Company General Assemblies in Commercial Companies, as well as purchasing services from systems established for this purpose. In the meetings to be held, it is ensured that the beneficiaries can exercise their rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the articles of association or the system from which support services will be obtained.