



Coca-Cola İçecek A.Ş.

**Information Document for
Ordinary General Assembly dated April 29, 2021**

Information Document for Coca-Cola İçecek AŞ General Assembly

Coca-Cola İçecek A.Ş.'s Ordinary General Assembly meeting shall be held on **April 29, 2021**, at **11:00** 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, Annual Management Report, the Corporate Governance Principles Compliance Report, Dividend Proposal for the year 2020 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, on Ilic 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 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 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.

In the Ordinary General Assembly Meeting, the voting of the agenda items will be exercised by open voting through hand voting, provided that the provisions for electronic voting are reserved.

All right holders and beneficiaries are invited to our General Assembly meeting.

Respectfully submitted to the attention of the Shareholders.

COCA-COLA İÇECEK A.Ş.
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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2. 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:

2.1 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.	3,887,000.61	1.53	3,887,000.61	1.53
Publicly held	71,534,113.67	28.12	71,534,113.67	28.12
Other	28.85	0.00	28.85	0.00
Total	254,370,782.00	100.00	254,370,782.00	100.00

2.2 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 2020.

2.3. 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

In accordance with the CMB regulations and Turkish Code of Commerce, taking into account the principles regarding the election of members of the Board of Directors in our articles of association, new members of the Board of Directors whose term has expired will be elected. In addition, independent Board Members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

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One third of the Members of the Board of Directors to be elected must meet the independence criteria defined in the CMB's mandatory Corporate Governance Principles. The curriculum vitae of the candidates for the Board of Directors and the declarations of independence of the independent member candidates are provided in the ANNEX.

2.4. Information on the Requests of the Shareholders, CMB or Other Public Authorities for Adding an Item to the Agenda

No request has been received for the Ordinary General Assembly meeting where the activities of 2020 will be discussed.

2.5. Information on the Old and New Forms of the Amendments to the Articles of Association, with the Decision of the Board of Directors in Case of a Change in the Articles of Association

The amendment draft regarding the amendment of our company's articles of association is attached (**APPENDIX 4**).

3. EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 29, 2021

3.1. Opening of the meeting, election of the Chairmanship Council;

Within the framework of the provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Companies and the Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("Regulation"), the meeting chairman will be elected to manage the General Assembly meeting. At least one Minutes Clerk is appointed by the Chairman of the Meeting in accordance with the General Assembly Internal Directive. The Meeting Chairman may also elect a sufficient number of Vote Collectors.

3.2. 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 2020, prepared pursuant to the CMB's Financial Reporting Communique (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 11 March 2021. The annual integrated report is also available at the Company headquarters as well as on the corporate website at www.cci.com.tr.

3.3 Reading of the Independent Audit Report

The summary of the independently audited financial statements of our Company for the accounting period of January – December 2020, prepared pursuant to the CMB's Financial Reporting Communique (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 as well as in the 2020 Integrated Annual Report.

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3.4. Reading, discussion and approval of our Company's Financial Statements for the year 2020 prepared in accordance with the Capital Markets legislation

Pursuant to the TCC and the CMB regulations, the Consolidated Balance Sheet as of 31 December 2020 and the Income Statement for the period 1 January 2020 and 31 December 2020 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.

3.5. Release of each and every member of the Board of Directors from liability with regards to the 2020 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 2020, shall be submitted to the approval of the General Assembly.

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

As per the resolution of the Board of Directors of Coca-Cola İçecek (CCI) dated February 24, 2021;

In 2020, our Company recorded a net income of TL 1,232,671,000.00 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 501,110,440.00 gross dividends to be paid starting from May 27, 2021. After legal liabilities are deducted, TL 395,000,000.00 of this amount will be paid from 2020 net income, and TL 106,110,440.00 will be paid from other distributable reserves. As per the proposal, the remainder of 2020 net income will be added to the extraordinary reserves.

Subject to the approval of the General Assembly, a gross cash dividend of TL 1.97 (net TL 1.97) 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 1.97 (net TL 1.6745) 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.

3.7. Approval of the changes made in the Board of Directors during the year in accordance with Article 363 of the Turkish Commercial Code

In its meeting held on 24.02.2021, Coca-Cola İçecek A.Ş. Board of Directors resolved unanimously that Mrs. Sedef Salıngan Şahin be appointed as the "Member of the Board" and "Vice Chairman of the Board" of CCI effective from 24.02.2021 to assume duties of Mrs. Galya Fani Molinas who resigned from the Board of Directors. Mrs. Sedef Salıngan Şahin's appointment will be submitted to the approval of the Ordinary General Assembly.

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

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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 Yorgancıoğlu, 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 12.03.2021 and numbered E-29833736-110.07.07-3340 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. 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.

Statements of Independence Status of Independent Board Member Candidates member candidates are also presented in **APPENDIX 3**.

3.9. Provided that the necessary permissions have been obtained from the Capital Markets Board and T.C. Ministry of Trade, discussion and approval of the Company Articles of Association numbered 8.2 and titled "Board of Directors Meetings" on the amendment proposal

In its meeting held on March 25, 2021, Coca-Cola İçecek's (CCI) Board of Directors resolved that the Company's Articles of Association, article 8.2 titled "Board of Directors Meetings" to be amended in order to allow the Board of Directors to hold meetings electronically in accordance with Article 1527 of the Turkish Commercial Code numbered 6102. It was also resolved that, following the obtaining of necessary approvals and permissions of Capital Markets Board and Trade Ministry of Turkish Republic, the said amendment to be added to the 2020 ordinary general assembly meeting agenda and to be submitted to the approval of the Company shareholders.

3.10. 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 22, 2021, 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 2021 financial statements. It was also decided to submit the appointment resolution for the approval of the General Assembly.

3.11. Informing the General Assembly on the donations made by the Company in 2020, 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

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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 2020, CCI donated total amount of TL 4,015,000 to Anadolu Education and Welfare Foundation as specified in Article 15 of the Articles of Association. A total amount of TL 2,328,718 was donated to other non-profit associations and tax-exempt foundations.

3.12. Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favor of third parties for the year 2020 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.

3.13. 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 2020.

3.14. 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 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.

3.15. Closing

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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

Appendix 4: Amendmend Proposal on the Articles of Association

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Appendix 1: Dividend Distribution Table

COCA-COLA İÇECEK A.Ş. 2020 DIVIDEND DISTRIBUTION TABLE (TRY)

		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) 2020	1,680,651,000.00	436,475,628.67
4.	Taxes (-)	- 447,980,000.00	-
5.	Net Profit / (Loss) (=)	1,232,671,000.00	436,475,628.67
6.	Previous Years' Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PROFIT (=)	1,232,671,000.00	436,475,628.67
9.	Donations within the year (+)	6,344,000.00	
10.	NET DISTRIBUTABLE PROFIT INCLUDING THE DONATIONS	1,239,015,000.00	
11.	First Dividend to Shareholders of Ordinary Shares	395,000,000.00	
	- Cash Dividend	395,000,000.00	
	- Bonus Issue		
	- Total	395,000,000.00	
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.	Second Dividend to Shareholders of Ordinary Shares	-	
16.	General Legal Reserves	48,839,190.10	
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	-	
20.	Distributable Other Sources	106,110,440.00	
	- Previous Year Profit		
	- Extraordinary Reserves		
	- Other Reserves Distributable as per Law and Articles of Association	106,110,440.00	

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COCA-COLA İÇECEK A.Ş. 2020 Dividend Rates Table

	GROUP	TOTAL DIVIDEND (TRY)		TOTAL DIVIDEND/ NET DISTRIBUTABLE PROFIT	DIVIDEND PER 1 TRY NOMINAL VALUED SHARE	
		CASH DIVIDEND (TRY)	BONUS ISSUE (TRY)	RATE (%)	AMOUNT (TRY)	RATE (%)
NET						
	A	157,599,999.83	-	0.3145015	1.9700000	197.00000
	B with withholding tax	85,590,892.97	-	0.1708025	1.6745000	167.45000
	C with withholding tax	120,917,527.51	-	0.2412992	1.6745000	167.45000
	C without withholding tax	100,559,357.26	-	0.2006730	1.9700000	197.00000
	TOTAL	464,667,777.56				
THE AMOUNT OF DISTRIBUTED DIVIDENDS (TRY)	PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)					
501,110,440	40.44%					

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.

Sedef Salıngan Şahin

Board of Directors member candidate

Sedef Salıngan Sahin, who joined The Coca-Cola Company in 2003, has held several leadership roles within the organization and assumed her current role as President of the Nutrition, Juice, Dairy and Plant category for The Coca-Cola Company in 2021. Sahin served as Vice President of Operations and Strategy for the company's Europe, Middle East & Africa group from 2018 to 2020. She also served as a board member in Coca-Cola Beverages Africa during that time. From 2016 to 2018, she was the company's general manager for Thailand and Laos and also served as Board member for Thainamthip and Laos Bottling Companies. Sahin joined Coca-Cola in 2003 as the strategy & insights manager for Turkey. She went on to serve in a series of marketing, strategy and operations roles including Coca-Cola İçecek, eventually leading to her appointment as general manager juices for Coca-Cola Turkey in 2011. Prior to joining Coca-Cola, Sahin worked in McKinsey & Company as consultant and in Procter & Gamble as brand manager. Sahin received a bachelor's degree in business administration and political science from Bogazici University.

Tuğban İzzet Aksoy

Board of Directors member candidate

Tuğban İzzet Aksoy, who is employed as the Energy Group Coordinator of the Anadolu Group, a well-established organisation within the Turkish business world, graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. Tuğban İzzet Aksoy began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following 5 years in this role, Aksoy took on the role of Manager of Corporate

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Financing and Risk Management at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş., in June 2003. In April 2008 he became Assistant Coordinator at the Business Development Directorate, and since 2009 he has been working as the Anadolu Group Energy Sector Coordinator. Aksoy, who has participated in professional training and seminars in his field, is members of energy groups of TUSIAD, TOBB and DEİK. He has been an honorary consul of Georgia since 2016.

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

Kamil Yazici 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. Yazici 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. Yazici was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Mr. Yazici 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. Yazici 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.

Agah Uğur **Board of Directors member candidate**

Born in 1957 in İstanbul, Agah Ugur studied Industrial Engineering at the University of Birmingham, UK then qualified as a chartered accountant in England in 1985. He worked in Birmingham, London and Jersey offices of Touche Ross & Co (currently Deloitte), İstanbul office of Arthur Andersen and Türkiye Emlak Bankası before joining Borusan Group in 1989 as CFO. In 1995 he was appointed as General Manager in Borusan Holding and served as Group CEO between 2001 and 2018 until he retired. He is currently a board member in Borusan Holding, Dogan Holding, Pegasus Havayolları and Anadolu Efes as well as advisory board member in reputable Turkish corporations. In addition, Agah Ugur is a partner and chairman in venture capital firm, Bogazici Ventures and he also manages his own portfolio of technology startups. Agah held more than 15 board and advisory board positions in various NGO's during his professional career.

Currently he is a member of High Advisory Council of TUSIAD, member of the Board of

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Trustees of Sabanci University, member of the Advisory Board of DEİK/Turkish American Business Council, member of the Advisory Board of Columbia University Istanbul Global Center and he is mentoring at Endeavour Association, YGA (Young Guru Academy) and Women on Board Association.

Ahmet Boyacıoğlu

Board of Directors member candidate

Born in 1946, Ahmet Boyacıoğlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıoğlu 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. Boyacıoğlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February. Mr. Boyacıoğlu 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.

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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 A.Ş. General Assembly

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."

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Appendix 4:

COCA-COLA İÇECEK A.Ş. ARTICLES OF ASSOCIATION AMENDMENT PROPOSAL

OLD VERSION	NEW VERSION
<p>8.2. Meetings of the Board of Directors</p> <p>The Board of Directors shall convene as and when required by the business of the Company.</p> <p>The Chairman, the Vice-Chairman and each member of the Board of Directors shall have the right to call the Board of Directors for a meeting by sending invitation at least 15 (fifteen) days prior to such meeting to all other members of the Board of Directors and/or insert items he/she wants to be discussed in the agenda of such meetings.</p> <p>Meetings of the Board of Directors shall be held at the head office of the Company or at any other place in or outside Turkey as the Board of Directors shall decide at an ordinary meeting and with an ordinary decision quorum.</p> <p>The Board of Directors may take decisions without holding a meeting pursuant to Article 390/4 of the Turkish Commercial Code. The meeting and decision quorums as provided in Article 8.3 below shall also apply to such decisions.</p>	<p>8.2. Meetings of the Board of Directors</p> <p>The Board of Directors shall convene as and when required by the business of the Company.</p> <p>The Chairman, the Vice-Chairman and each member of the Board of Directors shall have the right to call the Board of Directors for a meeting by sending invitation at least 15 (fifteen) days prior to such meeting to all other members of the Board of Directors and/or insert items he/she wants to be discussed in the agenda of such meetings.</p> <p>Meetings of the Board of Directors shall be held at the head office of the Company or at any other place in or outside Turkey as the Board of Directors shall decide at an ordinary meeting and with an ordinary decision quorum.</p> <p>The Board of Directors may take decisions without holding a meeting pursuant to Article 390/4 of the Turkish Commercial Code. The meeting and decision quorums as provided in Article 8.3 below shall also apply to such decisions.</p> <p>Those who are entitled to attend the Company's Board of Directors meeting may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow right holders to attend and vote in these meetings electronically in accordance with the provisions of the Communiqué on Boards to be Held in Electronic Environment except for Company General Assemblies in Companies, as well as procuring services from systems established for this purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights through the system established in accordance with this communiqué or the system from which support services will be procured.</p>