



Coca-Cola İçecek A.Ş.

**Information Document for
Ordinary General Assembly dated April 7, 2023**

Information Document for Coca-Cola İçecek AŞ General Assembly

1. INVITATION FOR GENERAL ASSEMBLY MEETING AT APRIL 7, 2023

Coca-Cola İçecek A.Ş.'s Ordinary General Assembly meeting shall be held on **April 7, 2023**, at **11:00** at "Dudullu OSB Mah., Deniz Feneri Sok. 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 2022 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 Sok. 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.**

Our Shareholders, who will vote through the Electronic General Assembly System, must obtain information from the Central Registry Agency in order to fulfill their obligations under the "Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies" and "Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies" and they are requested to notify their preferences via the Electronic General Assembly System until 1 (one) day before the General Assembly Meeting. Those who want to attend the General Assembly Meeting via Electronic General Assembly System must register with the **"e-Investor: Investor Information Center"** and have a secure electronic signature in order to directly attend or appoint a proxy to the General Assembly via Electronic General Assembly System. In addition, it is obligatory for the proxies to attend the meeting via Electronic General Assembly System to have a secure electronic signature. In accordance with Article 1526 of the Turkish Commercial Code, the notifications to be made through Electronic General Assembly System on behalf of legal entity partners must be signed with a secure electronic signature produced on behalf of the company on behalf of the legal entity authorized signatory.

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 Sok. 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	1.4	3,887,000.61	1.40
Publicly held	71,534,113.67	28.25	71,534,113.67	28.25
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 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

CCI International Holland B.V. ("CCIHBV"), a wholly owned subsidiary of Coca-Cola İçecek A.Ş., and Atlantic Industries Co. ("AI"), a subsidiary of The Coca-Cola Company ("TCCC"), signed a share purchase agreement ("SPA") for the acquisition of 49.67% shares in The Coca-Cola Beverages Pakistan Limited ("CCBPL") held by AI at 26.12.2022. CCI also owns a 49.67% stake in CCBPL and the remaining shares are held by a local shareholder. CCI's Board of Directors, at its meeting on December 20th, 2022, approved the acquisition of 49.67% of CCBPL by CCIHBV against payment of a total amount of US\$300 million in cash for the aforementioned stake. The purchase price is determined through bilateral negotiations with TCCC in reference to an independent valuation report. CCBPL's valuation indicates an Enterprise Value ("EV") of USD 635 million. Following the share transfer, CCI will, directly and indirectly, own a 99.34% stake in CCBPL.

Our 50.3% subsidiary Coca-Cola İçecek ("CCI") and our 78.6% subsidiary AEP Anadolu Etap Penkon Gıda ve Tarım Ürünleri Sanayi ve Ticaret A.Ş. ("Anadolu Etap Tarım") signed a binding share transfer agreement for sale of shares representing 80% of the capital of Anadolu Etap Penkon Gıda ve İçecek Ürünleri Sanayi ve Ticaret A.Ş. ("Anadolu Etap İçecek") to CCI at 26.12.2022. Anadolu Etap İçecek is engaged in fruit and vegetable juice concentrate and puree productions and export business and is wholly owned by Anadolu Etap Tarım. As per the share transfer agreement, Anadolu Etap Tarım will sell 80% of Anadolu Etap İçecek in exchange for USD 112 million. The amount will be paid in Turkish Liras and will

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be converted as per the average of the USD/TL foreign exchange buying rate and selling rate published on the website of the Central Bank one business day prior to the date on which the transfer of shares to be completed. The agreement is based on the calculated enterprise value of Anadolu Etap İçecek of USD 214 million.

In addition to the aforementioned acquisitions, information on management changes that occurred in 2022 and planned for the 2023 accounting period, and other matters that may have an impact on activities are disclosed to the public through public disclosures. The announcements are available at <https://www.cci.com.tr/en/investor-relations/special-case-announcements>.

2.3. Information and Reasons on Change, Dismissal, Selection of Board of Directors if any, and Information on Board of Directors Candidates

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.

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 2022 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 the articles of association of our company is attached (Annex 4).

3. EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 7, 2023

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 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 integrated report of our Company for the accounting period of January – December 2022, 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

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the Public Disclosure Platform on 8 March 2023. 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 2022, 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 as well as in the 2022 Integrated Annual Report.

3.4. Reading, discussion and approval of our Company's Financial Statements for the year 2022 prepared in accordance with the Capital Markets legislation

Pursuant to the TCC and the CMB regulations, the Consolidated Balance Sheet as of 31 December 2022 and the Income Statement for the period 1 January 2022 and 31 December 2022 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 2022 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 2022, 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 March 16, 2023;

As per the consolidated financial statements of our company prepared in accordance with CMB accounting standards, in 2022, our Company recorded a net income of TL 4,331,051,000.00. The Board of Directors resolved to propose to the General Assembly the distribution of gross dividends of TL 750,012,250.73 from distributable other sources, after legal liabilities are deducted starting from 22 May 2023. As per the proposal, the remainder of 2022 net income will be added to the extraordinary reserves.

Subject to the approval of the General Assembly, entities which are Türkiye resident taxpayers or entitled such dividends through a permanent establishment or a permanent representative in Türkiye, will be paid a gross cash dividend of TL 2.9485 (net TL 2. 9485) per 100 shares, representing TL 1 nominal value. While other shareholders will receive gross TL 2. 9485 (net TL 2.65365) per 100 shares.

Please refer to Annex 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. 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 3 and titled "Scope and Objective" on the amendment proposal and available at Annex 4.

In its meeting held on March 13, 2023, Coca-Cola İçecek's (CCI) Board of Directors resolved that the Company's Articles of Association, article 3 titled "Scope and Objective" to be amended. The amendmend proposal is available at Annex-4. 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.

3.8. 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 Mrs. Lale Develioğlu have been determined as Independent Board Member candidates and the CMB with its meeting dated 16.02.2023 and numbered 10-190 confirmed that it did not have any dissent opinion thereto.

The resumes of current members of the Board of Directors are available in the integrated annual report and on the corporate website at www.cci.com.tr. The resumes of board member candidates are provided under Annex 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 **Annex 3**.

3.9. 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 Capital Markets Board's Communiqué on Independent Audit, the selection process for the appointment of the Independent Audit Firm for 2023 period is currently on progress.

3.10. Informing the General Assembly on the donations made by the Company in 2022 and approval of monetary and in-kind donations made and planned to be made in 2023 by Our Subsidiary Coca-Cola Satış ve Dağıtım A.Ş. for the Kahramanmaraş centered earthquake affecting 11 cities, 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 2022, CCI donated total amount of TL 45,264,318 to Anadolu Education and Welfare Foundation as specified in Article 15 of the Articles of Association. A total amount of TL 450,716 was donated to other non-profit associations and tax-exempt foundations.

Moreover, our Board of Directors resolved at 13.03.2023 that our subsidiary Coca-Cola Sales and Distribution A.Ş. to make up to 11.000.000,00-TL cash and 6.500.000,00-TL in kind donations in 2023 fiscal year and to send donations to earthquake zones impacted on earthquakes dated 06.02.2023 affecting 11 cities (Kahramanmaraş, Kilis, Hatay, Osmaniye, Adıyaman, Gaziantep, Şanlıurfa, Diyarbakır, Malatya, Adana, Elazığ) with the epicenter of which was Kahramanmaraş, directly or indirectly through organizations authorized to collect donations and to submit this decision to the approval of the General Assembly at the first general assembly meeting to be held, in accordance with the Capital Markets Board's decision dated 09.02.2023 and numbered 8/174

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3.11. Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favor of third parties for the year 2022 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.

3.12. 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 2022.

3.13. 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.

3.14. Closing

ANNEX:

Annex 1: Dividend Distribution Table

Annex 2: Resumes of Candidate Members of the Board of Directors

Annex 3: Independent Board Member Candidates' Statement of Independent Status

Annex 4: Articles of Association Amendment Draft

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Annex 1: Dividend Distribution Table

COCA-COLA İÇECEK A.Ş. 2022 DIVIDEND DISTRIBUTION TABLE

	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)	257.487.453,90	257.487.453,90
Information Regarding the privilege, if there is any dividend privilege in accordance with the Article of Association		
3 Profit / (Loss) 2022	6.593.427.000,00	- 1.344.365.496,39
4 Taxes (-)	- 2.262.376.000,00	-
5 Net Profit / (Loss) (=)	4.331.051.000,00	- 1.344.365.496,39
6 Previous Years' Losses (-)	-	-
7 General Legal Reserves (-)	-	-
8 NET DISTRIBUTABLE PROFIT (=)	4.331.051.000,00	-
9 Donation within the year (+)	47.045.000,00	215.600,00
10 NET DISTRIBUTABLE PROFIT INCLUDING THE DONATIONS	4.378.096.000,00	-
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	54.263.085,00	-
17 Statutory Reserves	-	-
18 Special Reserves	-	-
19 Extraordinary Reserves	-	-
20 Distributable Other Sources	750.012.250,73	-
-Previous Year Profit	-	-
-Extraordinary Reserves	542.630.850,04	-
-Other Reserves Distributable as per Law of Association	207.381.400,69	-

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COCA-COLA İÇECEK A.Ş. 2022 Dividend Ratios

	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	235.880.000,00	-	5,4%	2,9485000	294,85000
	B	135.639.458,56	-	3,1%	2,6536500	265,36500
	C with withholding tax	189.815.190,50	-	4,3%	2,6536500	265,36500
	C without withholding tax	152.515.973,99	-	3,5%	2,9485000	294,85000
	TOTAL	713.850.623,05		16,3%	2,80634	
THE AMOUNT OF DISTRIBUTED DIVIDENDS (TL)	PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)					
750.012.250,73	17,13%					

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Annex 2: Resumes of Candidate Members of the Board of Directors

Tuncay Özilhan

Board of Directors member candidate

Tuncay Özilhan was born in Kayseri. He studied in Saint-Joseph High School, then graduated from the Faculty of Economics of İstanbul University. He 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 has undertaken responsibilities such as 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. He is the Chairman of Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies. Özilhan served as the Chairman of TÜSİAD (Turkish Industrialists' and Businessmen's Association) from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include 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. He also served as Chairman of the Turkish – Russian Business Council at DEİK. 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.

Murat Özgel

Board of Directors member candidate

Murat Özgel began his career at Procter & Gamble. He started his career at Coke system in 2006 at Coca-Cola İçecek and has taken on various roles across Asia and Africa. He has international experience in general management; marketing customer and commercial; and franchise leadership in developing and emerging markets. Currently serving as President, Bottling Investments Group (BIG), he leads Coca-Cola's company-owned bottling network in this role. Prior to this position, Özgel served as BIG's chief growth officer, where he led the organization to enhance its portfolio, capabilities and infrastructure through strategic mergers and acquisitions. Özgel earned a bachelor of science degree in industrial engineering from Middle East Technical University in Türkiye.

Talip Altuğ Aksoy

Board of Directors member candidate

Talip 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. 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 Anadolu Group as the Director of Purchasing and Logistics between 2006-2008, Aksoy was appointed as Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

Kamilhan Süleyman Yazıcı

Board of Directors member candidate

Kamil Yazıcı graduated from New York Military Academy as lieutenant captain (96'), holds a BA degree from Emory University's Goizueta Business School (00'), an MBA degree from American Institute of Business and Economics (05') and has completed the GMP program at the Harvard Business School (17'). Starting his career in Anadolu Group in year 2000, Yazıcı completed the orientation program at the holding later continuing his career in Anadolu Efes's Russian beer operations where he assumed the roles of Supply Chain Director and Business Development Director during 2008-2011. In 2011 Yazıcı was appointed as General Manager of Efes Vitanta in Moldova and resumed this role until 2014. In 2014 he was appointed as Market Development Director, a position held until 2017. Since 2017 Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group Holding and subsidiary boards. In

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addition, Yazici serves as Board Member for TAIK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and is Chairman of KYYDAS (the Kamil Yazici Family Trust).

Rasih Engin Akçakoca **Board of Directors member candidate**

R. Engin Akçakoca received his undergraduate degree from Middle East Technical University in Management and started his career in banking in 1974. He assumed Deputy General Manager position in Koç-Amerikan Bank during 1986 and 1991 and General Manager position in Koçbank A.Ş. during 1991 and 2000. He was appointed as the Chairman of the Banking Regulation and Supervision Agency and the Savings Deposit Insurance Fund in 2001 responsible for a large-scale banking sector restructuring program held in Turkey. Akçakoca has been working as a consultant since 2004; he holds board member positions in various Anadolu Group companies.

Agah Uğur **Board of Directors member candidate**

Born in 1957 in İstanbul, Agah Uğur 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. He served as Group CEO between 2001 and 2018 until he retired. He is currently vice chairman in Dogan Holding and a board member in Pegasus Havayolları, Anadolu Efes, Coca Cola İçecek, Alcatel Lucent Teletaş Telekomünikasyon, Gözde Girişim as well as advisory board member in some reputable Turkish corporations. Agah Uğur 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 Trustees of Sabanci University, member of the Advisory Board of Columbia University İstanbul Global Center. He is also a founding member and vice chairman of Saha Foundation, supporting Turkish contemporary art. He is an art collector with a special focus on new media and video art.

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.

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 İstanbul 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 served as the Chairman of TKYD (Corporate Governance Association of Turkey) between 2015-

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2017 and he currently also serves as Board Member at Turkish Investor Relations Society (TUYİD) and at Outbound Investments Business Council at Foreign Economic Relations Board (DEİK).

Lale Saral Develioğlu

Board of Directors independent member candidate

Born in İstanbul in 1968, Lale Develioğlu graduated from the Industrial Engineering Department at Boğaziçi University and pursued her postgraduate studies at Rensselaer Polytechnic University. She started her Professional career in 1992 at Unilever and acted as Marketing Director between 1998-2003. In the end of 2003, Develioğlu started working in Turkcell as Individual Customers Marketing Director, acted as Marketing Vice President in 2006-2011 and International Division Vice President in 2011 – 2014 at the same institution. Lale Develioğlu has started working in Yıldız Holding as Turkey Marketing President in 2015, right after she has acted as Global Marketing President in Pladis, Yıldız Holding's London based global snack company until 2018. Develioğlu acted as independent board member for several companies in telecommunication, technology, FMCG, consumer durables and retail industries across Turkey, Middle East, CIS countries and Europe. She is also one of the founders and board member of Women on Board Association Turkey. She is currently acting as management consultant, board member as well as mentor. Lale Saral Develioğlu has 28 years of experience in marketing, business development and she is a strategy leader. She was selected as "Best Marketing Person" of Turkey in 2009; won the "Women to Watch" award for Marketing in 2014 and was listed among "Top 100 Influencers" in Global Creativepool Annual in 2018. She has served as Executive Board Member of Advertisers' Association of Turkey (RVD) and Advertising Self-regulatory Body in Turkey (RÖK) for 6 years. She is the author of the business and memory book titled 'Karar Verdim'.

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 Holding and Tekfen, Teknoloji Yatırım ve Tic. A.Ş. 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

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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 Dođan Holding from 1999 until 2001, Bayazıt was later appointed as CEO and Board member at Dıřbank (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. Tayfun Bayazıt complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles. .

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Annex 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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Annex 4- Coca-Cola İçecek A.Ş. Articles of Association amendmend Proposal

ANNEX 4- COCA-COLA İÇECEK AŞ ARTICLES OF ASSOCIATION AMENDMENT PROPOSAL	
OLD VERSION	OLD VERSION
<u>Scope and Objective</u> <u>Article 3:</u> The purpose of the Company is the establishment and operation of facilities in relation with the production, packaging and filling of all kinds of soft drinks including all kinds of carbonated and still drinks, fruit and vegetable juices, soda and drinking waters, natural mineral waters, natural spring waters, fruity natural mineral carbonated drinks, flavored natural mineral carbonated drinks, processed waters, all kinds of tea, herbal tea, all kinds of coffee, cacao, all kinds of coffee, cacao or chocolate based drinks, buttermilk, drinks with yogurt, milk and all kinds of milk based drinks and the storage, sale and distribution of the same. In connection with its scope of business, the Company may: (i) establish, operate or have operated, lease or have leased facilities necessary for the production, storage, sale and distribution of all kinds of soft drinks including all kinds of carbonated and still drinks, fruit and vegetable juices, soda and drinking waters, natural mineral waters, natural spring waters, fruity natural mineral carbonated drinks, flavored natural mineral carbonated drinks, processed waters, all kinds of tea, herbal tea, all kinds of coffee, cacao, all kinds of coffee, cacao or chocolate based drinks, buttermilk, drinks with yogurt, milk and all kinds of milk based drinks by filling into various containers or packages in all kinds of forms including but not limited to the cans and bottles; obtain exploration and operation licenses, establish necessary facilities and conduct all activities for all kinds of soda and drinking waters, natural mineral waters and natural spring waters; manufacture, sell, import and export all kinds of paper, plastic and other package materials and all kinds of bottles such as pet bottles, glass bottles, returnable pet bottles, pet bottle preforms, plastic and glass carboys; (ii) carry on all kinds of export, import, construction and production, representation, agency, transportation, distribution, marketing and other trade activities; (iii) in compliance with the Capital Markets legislation, acquire, sell, rent or lease all kinds of movable and immovable property; carry on procedures for land division and land joining, make promises to sell immovable property, grant or receive usufruct and servitude rights, establish freehold flat, relinquish and donate pieces of land reserved for roads and green areas for public benefit, transfer and assign the acquired immovable properties and the facilities thereon; establish all kinds of real or personal rights especially pledges and mortgages on immovable properties belonging to the Company or third parties in favor of itself and its affiliates which are included in its financials within the scope of full consolidation and in favor of third parties for the purposes of conducting its ordinary commercial activities, for the purposes of strengthening its receivables receive mortgages and pledges in favor of itself and establish other real or personal rights, release the same, establish all kinds of security over the assets of the Company including but not limited to guarantee and suretyship, provided that the necessary explanations determined by the Capital Markets Board within the scope of special conditions in order to ensure that the investors are enlightened as required by the	<u>Scope and Objective</u> <u>Article 3:</u> The purpose of the Company is the establishment and operation of facilities in relation with the production, packaging and filling of all kinds of soft drinks including all kinds of carbonated and still drinks, fruit and vegetable juices, soda and drinking waters, natural mineral waters, natural spring waters, fruity natural mineral carbonated drinks, flavored natural mineral carbonated drinks, processed waters, all kinds of tea, herbal tea, all kinds of coffee, cacao, all kinds of coffee, cacao or chocolate based drinks, buttermilk, drinks with yogurt, milk and all kinds of milk based drinks and the storage, sale and distribution of the same. In connection with its scope of business, the Company may: (i) establish, operate or have operated, lease or have leased facilities necessary for the production, storage, sale and distribution of all kinds of soft drinks including all kinds of carbonated and still drinks, fruit and vegetable juices, soda and drinking waters, natural mineral waters, natural spring waters, fruity natural mineral carbonated drinks, flavored natural mineral carbonated drinks, processed waters, all kinds of tea, herbal tea, all kinds of coffee, cacao, all kinds of coffee, cacao or chocolate based drinks, buttermilk, drinks with yogurt, milk and all kinds of milk based drinks by filling into various containers or packages in all kinds of forms including but not limited to the cans and bottles; obtain exploration and operation licenses, establish necessary facilities and conduct all activities for all kinds of soda and drinking waters, natural mineral waters and natural spring waters; manufacture, sell, import and export all kinds of paper, glass, metal, plastic and other beverage package materials and all kinds of bottles such as pet bottles, glass bottles, returnable pet bottles, pet bottle preforms, plastic and glass carboys and all kinds of plastic, pet, aluminium, metal and glass beverage packages; (ii) carry on all kinds of export, import, construction and production, representation, agency, transportation, distribution, marketing, trade activities of goods and services at electronic environment and other trade activities; (iii) in compliance with the Capital Markets legislation, acquire, sell, rent or lease all kinds of movable and immovable property; carry on procedures for land division and land joining, make promises to sell immovable property, grant or receive usufruct and servitude rights, establish freehold flat, relinquish and donate pieces of land reserved for roads and green areas for public benefit, transfer and assign the acquired immovable properties and the facilities thereon; establish all kinds of real or personal rights especially pledges and mortgages on immovable properties belonging to the Company or third parties in favor of itself and its affiliates which are included in its financials within the scope of full consolidation and in favor of third parties for the purposes of conducting its ordinary commercial activities, for the purposes of strengthening its receivables receive mortgages and pledges in favor of itself and establish other real or personal rights, release the same, establish all kinds of security over the assets of the Company including but not limited to guarantee and suretyship, provided that the necessary explanations determined by the Capital Markets Board within the scope of special conditions in order to ensure that the investors are enlightened as required by the

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Company's business are made. The Company will preferably comply with the regulations of the Capital Markets Board while granting security, guarantee, suretyship or establishing lien including mortgage in favor of third parties.

(iv) provided that the Company does not engage in any sort of brokerage activities, execute long, medium and short term loan agreements with local and foreign organizations, institutions and banks and obtain loans which fall within the scope of its business; in accordance with the provisions of the Turkish Commercial Code, Capital Markets Law and other related legislation, issue, purchase, sell, grant as pledge and security all kinds of share certificates, bonds, indebtedness certificates and other securities, financial derivatives, structured instruments and other capital markets instruments, provided that such activities are not in the nature of Investment services and activities;

(v) execute dealership, agency, subcontractor, commission, distribution, and representation agreements, enter into undertakings;

(vi) acquire, use, sell, transfer, lease all kinds of intellectual property rights, inventions, licenses, franchises, trademarks, models, know-how, firm trade names, copyrights, special manufacturing and production methods and similar intangible rights or acquire from third parties the rights to use such intangible rights;

(vii) Subject to Article 21/1 of the Capital Markets Law, participate in other domestic or foreign enterprises and companies engaged in activities mentioned hereinabove or engaged in activities helpful to realize its scope of business, establish new companies and all kinds of affiliates, acquire already established companies, join or become a member of professional organizations provided that all the requisite permissions stipulated under the applicable legislation are obtained;

(viii) establish charitable foundations in the manner and extent so as not to interfere with the realization of the scope of business of the Company and within the framework of the Capital Markets legislation; set aside a share from the net profit to such foundations or other foundations of social objectives, in a manner not the exceed the portion of 5% which is allowed to be deducted from the Corporation Tax assessed over the profit of the company which is calculated in accordance with tax laws effective that year. It is of the essence that donations made are added to the distributable profit assessed, donations made during the year are submitted for information of shareholders in the general assembly, donations do not violate provisions concerning transfer of hidden profits stipulated under Capital Markets Law, material disclosures are made as necessary and donations made as such during the year are realized in a manner so as not to interfere with the realization of the scope and purpose of the business of the company. Furthermore, in accordance with Article 522 of the Turkish Commercial Code it may also establish charitable foundations for the executives, employees and workers of the Company or set aside reserves for the purposes of maintaining of such.

Company's business are made. The Company will preferably comply with the regulations of the Capital Markets Board while granting security, guarantee, suretyship or establishing lien including mortgage in favor of third parties.

(iv) provided that the Company does not engage in any sort of brokerage activities, execute long, medium and short term loan agreements with local and foreign organizations, institutions and banks and obtain loans which fall within the scope of its business; in accordance with the provisions of the Turkish Commercial Code, Capital Markets Law and other related legislation, issue, purchase, sell, grant as pledge and security all kinds of share certificates, bonds, indebtedness certificates and other securities, financial derivatives, structured instruments and other capital markets instruments, provided that such activities are not in the nature of Investment services and activities;

(v) execute dealership, agency, subcontractor, commission, distribution, and representation agreements, enter into undertakings;

(vi) acquire, use, sell, transfer, lease all kinds of intellectual property rights, inventions, licenses, franchises, trademarks, models, know-how, firm trade names, copyrights, special manufacturing and production methods and similar intangible rights or acquire from third parties the rights to use such intangible rights; **develop computer software and programmes, sell, lease, use, make use of, transfer, develop and licence these products and services;**

(vii) Subject to Article 21/1 of the Capital Markets Law, participate in other domestic or foreign enterprises and companies engaged in activities mentioned hereinabove or engaged in activities helpful to realize its scope of business, establish new companies and all kinds of affiliates, acquire already established companies, join or become a member of professional organizations provided that all the requisite permissions stipulated under the applicable legislation are obtained;

(viii) establish charitable foundations in the manner and extent so as not to interfere with the realization of the scope of business of the Company and within the framework of the Capital Markets legislation; set aside a share from the net profit to such foundations or other foundations of social objectives, in a manner not the exceed the portion of 5% which is allowed to be deducted from the Corporation Tax assessed over the profit of the company which is calculated in accordance with tax laws effective that year. It is of the essence that donations made are added to the distributable profit assessed, donations made during the year are submitted for information of shareholders in the general assembly, donations do not violate provisions concerning transfer of hidden profits stipulated under Capital Markets Law, material disclosures are made as necessary and donations made as such during the year are realized in a manner so as not to interfere with the realization of the scope and purpose of the business of the company. Furthermore, in accordance with Article 522 of the Turkish Commercial Code it may also establish charitable foundations for the executives, employees and workers of the Company or set aside reserves for the purposes of maintaining of such.

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In case when the amendment of the Articles of Association is required in order for the Company to engage in other activities not stated hereinabove but deemed directly or indirectly necessary or beneficial for the attainment of the objective of the Company, the matter will be submitted to the approval of the General Meeting of Shareholders upon the resolution of the Board of Directors after the required legal and administrative permissions have been obtained.	(ix) produce and trade natural food ingredients based on global fruit and vegetables (including but not limited to juice concentrates and purees, vegetable extracts and concentrates, colorants, and preservatives) for the realization of the purpose of the Company, agriculture-based industrial investments, produce and trade processed and packaged agriculture products (processed fruit, vegetable products and preserves); (x) Establish, commission, lease electricity generation facilities with solar and/or wind energy in order to provide the electrical energy needed in production activities, produce electric energy, establish, construct, commission, take over, lease, rent all kinds of facilities and infrastructure for the purpose of selling the produced electrical energy and/or capacity to customers, establish electrical production facilities for converting licence-free renewable resources to electric energy in production facilities , especially solar and/or wind energy resources to electrical Energy and to obtain licence from Energy Market Regulatory Authority, produce electrical energy, operate in the fields of production, distribution and sale of the electricity produced as and to the extent permitted by the legislation; (xi) Wholesale and retail trade of beverages and all kinds of other beverages and food products, electronic, textile, accessories, personal hygiene and consumer products within the scope of activity of the company through the Internet, telephone, mail, radio, television and other electronic devices, establish online marketplace with different categories for the sale of all kinds of goods and services, broadcast, construct, operate website over the internet and establish the infrastructure for these services, develop software in the field of information technologies and grant license rights to third parties, engage in commercial activities for the purpose of providing software and hardware support and consultancy services, including the coding of software and customer-specific software with computer systems, databases, network, websites; In case when the amendment of the Articles of Association is required in order for the Company to engage in other activities not stated hereinabove but deemed directly or indirectly necessary or beneficial for the attainment of the objective of the Company, the matter will be submitted to the approval of the General Meeting of Shareholders upon the resolution of the Board of Directors after the required legal and administrative permissions have been obtained.
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