



**Coca-Cola İecek A.Ş.**

**Information Document for  
Ordinary General Assembly dated April 8, 2025**

# Information Document for Coca-Cola İçecek AŞ General Assembly

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## 1. INVITATION FOR GENERAL ASSEMBLY MEETING ON APRIL 8, 2025

Coca-Cola İçecek A.Ş.'s Ordinary General Assembly meeting shall be held on **April 8, 2025**, at **11:00** at "Dudullu OSB Mah., Deniz Feneri Sok. No: 4 Ümraniye 34776, İstanbul" to discuss the agenda items stated below and reach a resolution.

Financial Statements, Independent Auditor's Report, Annual Management Report, the Corporate Governance Principles Compliance Report, Dividend Proposal for the year 2024 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 our 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](http://www.cci.com.tr), on Public Disclosure Platform as well as the Electronic General Assembly System and E-Company system, three weeks prior to the meeting.

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

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 provided by the Central Registry Agency 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 other mandatory general explanations specified in Article 1.3.1. 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.	1.122.520.385	40,12	1.122.520.385	40,12
The Coca-Cola Export Corporation	562.257.285	20,09	562.257.285	20,09
Efes Pazarlama ve Dağıtım Tic. A.Ş.	283.668.565	10,14	283.668.565	10,14
Free Float and Other	829.632.367	29,65	829.632.367	29,65
Total	<b>2.798.078.602</b>	<b>100,00</b>	<b>2.798.078.602</b>	<b>100,00</b>

### 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

As announced to the public on February 15th, 2024, Coca-Cola İçecek ("CCI" or "Our Company") - together with its wholly owned subsidiary CCI International Holland B.V. ("CCIHBV") - and a subsidiary of The Coca-Cola Company ("TCCC"), had signed a share purchase agreement ("SPA") for the acquisition of 100% shares in Coca-Cola Bangladesh Beverages Limited ("CCBB"), where CCIHBV will be the main direct shareholder. The transaction is completed as of February 20, 2024, following the registration of the share transfer by the relevant Bangladesh authorities. The equity value is subject to adjustments on the pre-agreed enterprise value based on closing audit findings. Upon the completion, CCI now, directly and indirectly, owns a 100% stake in CCBB.

Effective of 30 September 2024, Coca-Cola İçecek A.Ş.'s (CCI) Chief Human Resources Officer Ms. Melis Tunaveli left her position to take a career break. Mr. Burak Gurcan, Human Resources Coordinator of AG Anadolu Group Holding (AG), took the role as the new Chief Human Resources Officer. Mr. Burak Gurcan joined AG 28 years ago and assumed roles of increasing responsibility, accumulating experience in Information Systems through ERP projects, Marketing Management, and Human Resources Systems at Efes Beverage Group, Anadolu Bilişim Services and Anadolu Medical Center. Mr. Gurcan, responsible for Talent Management, Rewards & Benefits Management, and Employee Experience Management at AG, holds a MSc degree (2001) and BSc degree (1996) in Industrial Engineering, both from Istanbul Technical University.

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As previously announced on July 4th, 2024, Company's Board of Directors had resolved to increase the paid-in (issued) capital of our Company from TL 254,370,782,- to TL 2,798,078,602,- by increasing the capital of our Company by TL 2,543,707,820,- via bonus issue at the rate of 1000% (10 new shares for each 1 share) to a total of TL 2,543,707,820,- within the Registered Capital Ceiling of TL 6,000,000,000,- in accordance with Article 6 of our Articles of Association, which is to be fully covered from internal Resources. On the same day, our Company had applied to Capital Markets Board (CMB) for the approval of bonus issue and for the amendment of Article 6 titled "Capital" and Article 7 titled "Types of Shares and Distribution of Shares" of our Company's Articles of Association. The CMB's approval was published in the CMB bulletin on 8 August 2024, under the number 2024/38.

Coca-Cola İçecek ("Company" or "CCI") acquired the remaining shares representing 20% of the capital of Anadolu Etap Penkon Gıda ve İçecek Ürünleri Sanayi ve Ticaret A.Ş. ("Anadolu Etap İçecek"), a 80% subsidiary of our Company, from AEP Anadolu Etap Penkon Gıda ve Tarım Ürünleri Sanayi ve Ticaret Anonim Şirketi ("Anadolu Etap Tarım") - a 78.58% subsidiary of Anadolu Efes Biracılık ve Malt Sanayi - in exchange for USD 28 million and now owns 100% of the shares representing the capital of Anadolu Etap İçecek. The sales price related to the transaction was paid in cash and in advance at amount of TL 955,362,800 calculated based on the average of the USD/TL foreign exchange buying and selling rates announced by the Central Bank of the Republic of Türkiye on its website as of yesterday. As a reminder, Anadolu Etap İçecek is engaged in the production and trade of fruit & vegetable juice concentrate and puree business and has been fully consolidated under CCI since April 19, 2023.

Coca-Cola İçecek Head of Investor Relations and Treasury, Ms. Çiçek Özgüneş moved to another position within the company as of 30 November 2024 and left her current position and also the Corporate Governance Committee membership. Mr. Burak Berki was appointed as the Investor Relations Manager and Corporate Governance Committee member, effective as of 1 December 2024. Mr. Berki holds Capital Market Activities Level 3 License Certificate (nr. 205796) and Corporate Governance Rating Specialist License (nr. 701414) who works full-time and directly report to CFO. Contact details of the Investor Relations Department responsables are available on the Public Disclosure Platform and company website.

In support of our Company's future development plans, our organization changed effective January 1, 2025. Mr. Ahmet Kürşad Ertin, Coca-Cola İçecek A.Ş. (CCI) South Asia and Middle East Region Director, was appointed as Chief Operating Officer (COO), reporting to the CEO Mr. Karim Yahi. Türkiye, Caucasia and Central Asia Regional Directors, as well as South Asia and Middle East (Pakistan, Iraq, Jordan, Bangladesh) Country General Managers, report to Ahmet Kürşad Ertin in this new structure. Mr. Ertin joined CCI in 1998 in the commercial department of Türkiye and assumed roles of increasing responsibility in the organization until 2009 when he moved to Baku as General Manager of Azerbaijan. He moved to Türkiye in 2010 and assumed CCI Türkiye Traditional and Distribution Channel Sales Director role. In 2014, he was appointed as Türkiye Sales Director. In 2015, moving to Almaty, Mr. Ertin took the role of General Manager of CCI Kazakhstan. He was appointed as General Manager of CCI Pakistan in January 2019.

The Chief Financial Officer of CCI – Erdi Kurşunoğlu – has decided to leave CCI. Since joining CCI in 2021 first as Finance Director for Pakistan and currently as Chief Financial Officer (CFO), Erdi Kurşunoğlu has effectively led the finance team in maintaining a robust control environment, strategically planning investments and performance, engaging with investors, and delivering solid results. CCI's Board of Directors has resolved to appoint Çiçek Özgüneş, previously worked as Finance Director of CCI's Türkiye operation replaced Mr. Kurşunoğlu effective 1st March 2025. Çiçek Özgüneş brings 25 years of professional experience with extensive knowledge in corporate finance. Since she has been appointed in 2024 as Türkiye Finance Director, Ms. Özgüneş has been driving financial strategy, operational finance, and regulatory compliance in Türkiye. Prior to her current role, Ms. Özgüneş had a strong background in corporate finance and investor relations, having successfully played a key role at CCI as Investor Relations and Treasury Director between 2020 and 2024. Ms. Özgüneş has been part of the Anadolu Group for two decades where she has led strategic initiatives in debt and equity capital markets, focusing on public and private offerings, capital structuring, risk and liquidity management, corporate governance, and investor relations. Ms. Özgüneş is fluent in English and German. Ms. Özgüneş holds an MBA degree (2005) from Boğaziçi University and Bachelor of Arts in Business Administration in German (2000) from Marmara University.

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In addition to the aforementioned acquisitions, information on management changes that occurred in 2024 and planned for the 2025 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 3.

## **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 2024 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**

None.

## **3. EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 8, 2025**

### **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 Integrated Annual Report prepared by the Board of Directors**

Independently audited annual integrated report of our Company for the accounting period of January – December 2024, prepared pursuant to the CMB's Financial Reporting Communiqué (II-14.1) and in compliance with the Turkey Accounting Standards/ Turkey Financial Reporting Standards issued by the Public Oversight Accounting and Auditing Standards Authority and approved by the CCI Board of Directors and the Audit Committee, together with its statement of responsibility, has been published on the Public Disclosure Platform on 4 March 2025. The annual integrated report is also available at the Company headquarters as well as on the corporate website at [www.cci.com.tr](http://www.cci.com.tr).

### **3.3 Reading of the Independent Audit Report**

The summary of the independently audited financial statements of our Company, approved by Board of Directors and Audit Committee, for the accounting period of January – December 2024, prepared pursuant to the CMB's Financial Reporting Communiqué (II-14.1) and in compliance with the Turkey Accounting

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Standards/ Turkey Financial Reporting Standards issued by the Public Oversight Accounting and Auditing Standards Authority, will be submitted to the information of the General Assembly. Independent Audit Report is available on the Public Disclosure Platform, the Corporate website at [www.cci.com.tr](http://www.cci.com.tr) as well as in the 2024 Integrated Annual Report.

## **3.4. Reading, discussion and approval of our Company's Financial Statements for the year 2024 prepared in accordance with the Capital Markets legislation**

Pursuant to the TCC and the CMB regulations, the Consolidated Balance Sheet as of 31 December 2024 and the Income Statement for the period 1 January 2024 and 31 December 2024 shall be read, discussed and voted upon at the General Assembly. These documents are available on the Public Disclosure Platform, at the company headquarters and on the corporate website at [www.cci.com.tr](http://www.cci.com.tr).

## **3.5. Release of each and every member of the Board of Directors from liability with regards to the 2024 activities**

Pursuant to the TCC and the Regulation, a proposal for releasing the members of the Board of Directors for the accounts and operations of 2024, 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 4, 2025,

As per the consolidated financial statements of our company prepared in accordance with CMB accounting standards, in 2024, our Company recorded a net income of TL 14,813,376,000.00. The Board of Directors resolved to propose to the General Assembly the distribution of gross dividends of TL 3,000,099,877.06, after legal liabilities are deducted from 2024 net income starting from 26 May 2025. As per the proposal, the remainder of 2024 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 to such dividends through a permanent establishment or a permanent representative in Türkiye, will be paid a gross cash dividend of TL 1.0722 (net TL 1.0722) per 100 shares, representing TL 1 nominal value. While other shareholders will receive gross TL 1.0722 (net TL 0.91137) 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. Appointment of the Board of Directors and determination of their term of office and fees**

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

With the resolution of our Board of Directors following the recommendation of our Corporate Governance Committee based on its assessment of the candidates, Mr. Barış Tan, Mr. İlhami Koç, Mr. Emin Ethem Kutucular and Mrs. Lale Develioğlu have been determined as Independent Board Member candidates and the CMB with its meeting dated 13.02.2025 and numbered 8/287 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](http://www.cci.com.tr). The resumes of board member candidates are provided under Annex 2.

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Remuneration for the members of the Board of Directors shall be determined in the general assembly 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.

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

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting, and Auditing Standards Authority ("KGK"), our Board of Directors, with the opinion of the Audit Committee, resolved on March 12, 2025, to appoint an independent auditor for the 2025 fiscal year. Within this scope, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been selected to audit the Company's financial statements for the 2025 fiscal year. Additionally, subject to KGK's authorization for independent sustainability assurance, PwC will be responsible for conducting mandatory sustainability assurance audits and other relevant activities under the Turkish Sustainability Reporting Standards ("TSRS"). This appointment will be submitted for the approval of the General Assembly.

Furthermore, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was authorized by KGK on February 18, 2025, to conduct independent assurance activities in the field of sustainability.

### **3.9. Informing the General Assembly on the donations made by the Company in 2024 within the framework of the Capital Market 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 2024, CCI donated a total amount of TL 92.218.261 to Anadolu Education and Welfare Foundation as specified in Article 15 of the Articles of Association. A total amount of TL 1.196.072 was donated to other non-profit associations and tax-exempt foundations.

### **3.10. Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favor of third parties for the year 2024 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.

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

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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 2024.

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

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

## **3.13. 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



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## Annex 1: Dividend Distribution Table

### COCA-COLA İÇECEK A.Ş. 2024 DIVIDEND DISTRIBUTION TABLE (TL)

	As per CMB	As per Statutory Records
1. Paid-in Capital	2.798.078.602,00	2.798.078.602,00
2. General Legal Reserves (Based on the Legal Records)	57.059.871,47	57.059.871,47
Information regarding the privilege, if there is any dividend privilege in accordance with the Article of Association		
3. Profit / (Loss) 2024	<b>19.863.999.000,00</b>	<b>4.168.995.646,38</b>
4. Taxes (-)	- 5.050.623.000,00	-
5. Net Profit / (Loss) =	<b>14.813.376.000,00</b>	<b>4.168.995.646,38</b>
6. Previous Years' Losses (-)		
7. General Legal Reserves (-)	502.555.848,93	502.555.848,93
8. NET DISTRIBUTABLE PROFIT (=)	<b>14.310.820.151,07</b>	<b>3.666.439.797,45</b>
9. Donations within the year (+)	99.709.220,15	
10. NET DISTRIBUTABLE PROFIT INCLUDING THE DONATIONS	<b>14.410.529.371,22</b>	
11. First Dividend to Shareholders of Ordinary Shares	<b>3.000.099.877,06</b>	
-Cash Dividend	3.000.099.877,06	
-Bonus Issue		
-Total	3.000.099.877,06	
12. Dividend Distributed to Privileged Shareholders		
13. Other Distributed Dividends		
-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	<b>286.019.594,70</b>	
17. Statutory Reserves		
18. Special Reserves		
19. Extraordinary Reserves	<b>11.024.700.679,31</b>	
20. Distributable Other Sources	-	
-Previous Year Profit	-	
-Extraordinary Reserves	-	
-Other Reserves Distributable as per Law of Association	-	

### COCA-COLA İÇECEK A.Ş. 2024 DIVIDEND PAY OUT RATIO

	GROUP	TOTAL DIVIDEND (TL)		TOTAL DIVIDEND /NET DISTRIBUTABLE PROFIT	DIVIDEND PER 1 TL NOMINAL VALUED SHARE	
		CASH DIVIDEND (TL)	BONUS ISSUE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	943.536.000,00	-	6,5%	1,0722000	107,22000
	B with withholding tax	512.424.421,78	-	3,6%	0,9113700	91,13700
	C with withholding tax	736.009.075,73	-	5,1%	0,9113700	91,13700
	C without withholding tax	587.818.585,88	-	4,1%	1,0722000	107,22000
	<b>TOTAL</b>	<b>2.779.788.083,39</b>		<b>19,3%</b>	<b>0,99346</b>	
THE AMOUNT OF DISTRIBUTED DIVIDENDS (TL)		PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)				
<b>3.000.099.877,06</b>		<b>20,82%</b>				

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

### **Kamilhan Süleyman Yazıcı** **Board Member Candidate**

Kamil Yazıcı graduated from New York Military Academy (1996), holds a BA degree in Marketing from Emory University Goizueta Business School (2000), an MBA degree from American Institute of Business and Economics (2005) and has completed the GMP program at the Harvard Business School (2017). Yazıcı started his Anadolu Group career in year 2000 in the Finance Presidency as Assistant Finance Specialist and resumed his career in Anadolu Efes Russia Beer operations during 2002-2011 where he held multiple roles as Marketing Manager, Logistics Manager, Supply Chain Director, Business Development Director and finally led a pan-Russian effort to re-structure the sales organization for greater efficiency and effectiveness. In 2011, he was appointed as General Manager of Efes Vitanta in Moldova and continued this role until 2014. In 2014, he was appointed as Market Development Director responsible for all international markets where the group did not operate locally and held this position until 2017. Since 2017, Kamil Yazıcı has been serving as Vice- Chairman on Anadolu Group holding and subsidiary Board of Directors. In addition, he 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 the Vice-Chairman of KYYDAS (the Kamil Yazici Family Trust) He is also a member of TÜSİAD (Turkish Industry & Business Association).

### **İlhan Murat Özgel** **Board Member Candidate**

İlhan Murat Özgel began his career at Procter & Gamble. He started his career at Coke system in 2003 at Coca-Cola İçecek and since 2006 has taken on various roles across Asia and Africa with The Coca-Cola Company. He has international experience in general management, marketing, customer and commercial, and franchise leadership in developed, and developing/emerging markets. Currently serving as President, Japan and Korea Operating Unit, Özgel leads the business in one of Coca-Cola's most dynamic and strategically important markets. Prior to this role, he served as President, Bottling Investments Group (BIG), where he led Coca-Cola's company-owned bottling network globally, driving operational excellence and strategic growth. Before that, he was BIG's Chief Growth Officer, leading efforts to enhance the organizations' 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 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 Türkiye Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

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## **İbrahim İzzet Özilhan** **Board Member Candidate**

İ. İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA. Özilhan, began his career as a Brand Representative at Coca-Cola İçecek A.Ş in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager, Modern Trade Sales Director and On-Trade Directorate respectively. In 2024, he became a board member at several Anadolu Group companies. Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKONFED.

## **Sadettin Ahmet Bilgiç** **Board Member Candidate**

Born in 1979, Sadettin Ahmet Bilgiç graduated from Çağaloğlu Anatolian High School in 1997 and Indiana University, Department of Business Administration in 2001, and received his MBA degree from Sabancı University in 2004. Mr. Bilgiç started his career at AG Anadolu Holding between 2001 and 2003 and worked as an Investor Relations Analyst at Anadolu Efes between 2003 and 2004. In 2005, Mr. Bilgiç joined Coca-Cola İçecek in the Sales department and worked as Marmara Region Sales Manager between 2008-2011, Business Development Manager between 2011-2014, Sales Manager between 2014-2018 and Turkey and Middle East Purchasing and Import and Export Manager Since between 2018-2024. Mr. Bilgiç has been a member of the Board of Directors at Anadolu Isuzu and Anadolu Motor since June 2024.

## **Burak Başarır** **Board Member Candidate**

Burak Başarır holds a BA in Business Administration and a minor in Computer Sciences from American River College. He studied management at California State University of Sacramento and received a BSc degree in business administration from Middle East Technical University in 1995. Başarır joined Anadolu Group in 1998 with his first post at Coca Cola İçecek (CCI) and assumed increasing managerial responsibilities in finance and commercial functions. He was assigned as Coca-Cola İçecek CFO in 2005 and has played a significant role during CCI's IPO process and effectively managed the financial integration of Efes Invest with CCI. Başarır led the largest operation of CCI in terms of volume and sales as the Türkiye Region President between 2010 and 2013. Başarır was appointed as Coca-Cola İçecek CEO in January 2014. He served as Anadolu Group Soft Drinks Group President and Coca-Cola İçecek CEO between 2014 -2023. Başarır was appointed as Anadolu Group Deputy CEO in September 2023 and has been serving as Anadolu Group CEO since April 1st, 2024. Başarır is the Chairman of Anadolu Group Sustainability Committee and a member of the Turkish Industry & Business Association (TÜSİAD).

## **Mehmet Hurşit Zorlu** **Board Member Candidate**

Hurşit Zorlu holds a BSc degree in Economics from İstanbul University. Before joining the Anadolu Group as a Marketing Specialist at Efes Beverage Group in 1984, he held various positions in Toz Metal and Turkish Airlines. During his career at Efes Beverage Group, he assigned various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director respectively. Zorlu worked as Chief Financial Officer (CFO) at Anadolu Efes between 2000-2008 and CFO at Anadolu Group between 2008- 2013. Zorlu served as Deputy CEO at Anadolu Group between 2013-2017. Hurşit Zorlu, who has been serving as the Chief Executive Officer of Anadolu Group since February 2017, retired as of April 1, 2024 from this position. Currently Hurşit Zorlu, is a Board Member of all Anadolu Group companies. Zorlu also served as the chair person of Anadolu Group Sustainability Committee of the Group. Hurşit Zorlu is a High Advisory Council Member of the Turkish Investor Relations Society (TÜYİD) and served as the 8th term Chairperson of the Corporate Governance Association of Türkiye (TKYD) between 2015-2017.

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## **Rasih Engin Akçakoca** **Board Member Candidate**

Rasih 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 Türkiye. Akçakoca has been working as a consultant since 2004; he holds board member positions in various Anadolu Group companies.

## **Lale Develioğlu** **Independent Board Member Candidate**

Lale Develioğlu graduated from the Industrial Engineering Department at Boğaziçi University and pursued her postgraduate studies at Rensselaer Polytechnic Institute. She began her professional career at Unilever in 1992, where she worked in various departments for 12 years and ultimately served as the Marketing Director. Following her time at Unilever, she spent 11 years at Turkcell, where she held the positions of Chief Marketing Officer and Vice President, responsible for International Operations and Group Companies. In 2015, Develioğlu took on the role of Marketing President at Yıldız Holding and served as the Global Marketing President of Pladis, Yıldız Holding's London-based global snacking company, until 2018. Throughout her career, she has served as an independent board member for multiple companies across various sectors, including telecommunications, technology, fast-moving consumer goods (FMCG), food, durable goods, and retail, in Turkey, the Middle East, CIS countries, and Europe.

Develioğlu has received several prestigious accolades, including being named the "Best Marketing Person" in Turkey in 2009, receiving the "Women to Watch" award in 2014, and being included in the "Top 100 Influencers" list in the Global Creativepool Annual List in 2018. She currently serves as a senior advisor, board member, and mentor to various institutions. Additionally, she is the Chairperson of the DCRO Institute QRD Governance Council and acts as a peer reviewer for the EQUIS International Business Schools Accreditation System. Develioğlu is also the author of a personal development and memoir book titled "Karar Verdim." She meets all the requirements for independent member criteria as specified in the CMB's Corporate Governance Principles.

## **Prof. Dr. Barış Tan** **Independent Board Member Candidate**

Prof. Dr. Barış Tan serves as the President of Özyeğin University. Prof. Tan received his BS in Electrical and Electronics Engineering from Boğaziçi University, an MS in Industrial and Systems Engineering, an MSE in Manufacturing Systems, and a PhD in Operations Research from the University of Florida. Between 1994 and 2024, Prof. Tan served as a professor of Operations Management and Industrial Engineering, Vice President for Academic Affairs, Dean of the College of Economics and Administrative Sciences, and Director of the Graduate School of Business at Koç University. He joined Özyeğin University as a professor of Industrial Engineering and Business Administration in March 2024 and was appointed as the President in July 2024. Prof. Tan's areas of expertise are design and control of manufacturing systems, supply chain management, and stochastic modeling. The awards received by Barış Tan include the Distinguished Young Researcher award from the Turkish Academy of Sciences, TÜBİTAK and NATO Research Fellowships, and best paper awards. Prof. Tan has been a visiting professor at Harvard University, MIT, the University of Cambridge, University College London, and Politecnico di Milano. Prof. Tan has served on various universities and organizations' advisory and management boards worldwide, including EFMD, Kyoto University Graduate School of Management, LUMS, Nottingham Business School, and ISM University of Management and Economics. Prof. Tan fulfills all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

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## **Emin Ethem Kutucular Independent Board Member Candidate**

Born in Izmir in 1963, Ethem Kutucular completed his secondary and high school education at Bornova Anatolian High School and graduated from Boğaziçi University, Faculty of Economics and Administrative Sciences, Department of Business Administration. In 1986, Mr. Kutucular started his professional career as an assurance assistant in the Istanbul office of Arthur Andersen & Co ("AA&Co") and served as Senior Assurance Assistant in the Atlanta office of AA&Co between 1987 and 1989. After 1989, Mr. Kutucular continued to work at AA&Co Istanbul office and was admitted to the Partnership as Partner in 1997. In 2002, he became a Partner in the Assurance Department at Ernst & Young ("EY") Turkey office and served as the Head of Assurance at EY between 2004 and 2012. Subsequently, he served as EY Turkey Markets Leader and Executive Committee member together with his engagement Partner duties. Throughout his career, he has been involved in the assurance work of many large-scale industrial organizations in Turkey, as well as in consultancy and corporate finance projects. During his energy sector leadership roles, he was involved in the audit of the energy and electricity market in Romania. Ethem Kutucular is an Independent Certified Public Accountant (SMMM) and owns Independent Auditor Certificate from Public Oversight Board of Türkiye. He has been a member of YASED (International Investors Association). Mr. Kutucular fulfills all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

## **İlhami Koç Independent Board Member Candidate**

İlhami Koç, with 35 years of experience in the finance sector, including banking, investment banking, private equity, and insurance, has held senior positions in prestigious financial institutions in Türkiye and has taken on voluntary roles in numerous non-governmental organizations.

Koç graduated from Ankara University, Faculty of Political Sciences, in 1986 and started his career the same year at the Inspection Board of Türkiye İş Bankası A.Ş. After serving in various positions related to capital markets at İşbank, he was appointed General Manager of İş Girişim Sermayesi Yatırım Ortaklığı A.Ş. in 2001. Subsequently, he served as the General Manager of İş Yatırım Menkul Değerler A.Ş., Türkiye's largest investment banking institution, from 2002 to 2013. At the beginning of 2013, Koç was appointed Deputy General Manager of Türkiye İş Bankası A.Ş. and later served as the General Manager of Anadolu Sigorta A.Ş. between 2016 and 2019.

After retiring from the İşbank Group in 2019, he joined Ernst & Young Türkiye, one of the world's leading consulting firms, as a partner and continues to work.

Koç has also served on the Boards of Directors of numerous companies both domestically and internationally. In addition to his professional roles, he served as the Chairman of the Turkish Capital Markets Association between 2014 and 2018 and was also a board member of the International Capital Market Association and Borsa İstanbul A.Ş. Mr. Koç fulfills all requirements of the independent member criteria specified in the CMB's 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."