

Annex 1- COCA-COLA İÇECEK AŞ ARTICLES OF ASSOCIATION AMENDMENT PROPOSAL

OLD VERSION	NEW VERSION
<p><u>Scope and Objective</u> <u>Article 3:</u></p> <p>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:</p> <p>(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;</p> <p>(ii) carry on all kinds of export, import, construction and production, representation, agency, transportation, distribution, marketing and other trade activities;</p> <p>(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</p>	<p><u>Scope and Objective</u> <u>Article 3:</u></p> <p>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:</p> <p>(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;</p> <p>(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;</p> <p>(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</p>

<p>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.</p> <p>(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;</p> <p>(v) execute dealership, agency, subcontractor, commission, distribution and representation agreements, enter into undertakings;</p> <p>(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;</p> <p>(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;</p> <p>(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.</p>	<p>investors are enlightened as required by the 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.</p> <p>(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;</p> <p>(v) execute dealership, agency, subcontractor, commission, distribution and representation agreements, enter into undertakings;</p> <p>(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;</p> <p>(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;</p> <p>(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.</p> <p>(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);</p>
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<p>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.</p>	<p>(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;</p> <p>(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;</p> <p>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.</p>
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