

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF COCA-COLA İÇECEK A.Ş.
FOR THE YEAR 2016 HELD ON 10 APRIL 2017**

The Ordinary General Assembly meeting of the firm Coca-Cola İçecek Anonim Şirketi convened on 10.04.2017 at 2 p.m., at the address "Dudullu OSB, Deniz Feberi Sk. No: 4, Ümraniye/Istanbul", under the supervision of the Ministerial Representative, Nuuran Devrim, mandated by the letter of the Ministry of Customs and Trade, Istanbul Provincial Directorate of Trade, dated 07.04.2017, no: 24068486, to discuss and decide on the agenda items.

The call to the meeting has been realized, as stipulated by the law and the articles of association and so as to contain the agenda, by announcement on the Turkish Trade Registry Gazette dated 17.03.2017, no: 9286, and in the newspaper Sözcü dated 17.03.2017, and to the shareholders holding registered shares, by registered letters with return receipt requested from the Istanbul-Dudullu Post-Office, dated 17 March 2017, and on the corporate Internet site www.cci.com.tr of our firm, in the e-firm portal via the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (the Central Registry Agency), 21 days in advance, within the legally prescribed period.

From the examination of the list of attendees, it has been observed that from among the 25 437 078 200 shares having a nominal value of 1 Kuruş each, representing the firm's total capital of 254,370,782.-TL, 208.079.291.312TL shares with par value were represented by proxy and 4,002 TL shares with par value were represented in principal, i.e. total 208.083.293,312 TL shares with par value were represented at the meeting and hence, the minimum meeting quorum required by the law and the articles of association was reached. It has been declared that 47,521,411 TL shares included in these shares in total were represented by the Depositor Representatives.

The meeting started with the opening speech made by the member of the board of directors, Salih Metin Ecevit. Salih Metin Ecevit indicated that the General Assembly meeting will be held physically as well as in electronic environment, that some of our shareholders will participate in the general assembly meeting in electronic environment with the electronic general assembly system via MKK, that the publication of private information on the real person shareholders or their proxies included in the list of attendees in the Public Disclosure Platform of the Capital Markets Board requires the approval of the concerned person, and gave information on issues that due attention must be paid to accordingly at the general assembly meeting. The meeting was opened at the same time in the physical and in the electronic environment and discussions on the agenda began.

Agenda Item 1: The proposal of Anadolu Efes Biracılık ve Malt San. A.Ş. on the meeting chairmanship was read. It has been approved unanimously with the favorable vote of 208,083,293,312 TL shares with par value to elect the member of our firm's board of directors, Salih Metin Ecevit. as meeting chairman.

The meeting chairman appointed Deniz Can Yücel as vote collector and Pınar Lale as meeting secretary.

The meeting chairman Salih Metin Ecevit appointed Mehmet Ali Sukuşu, holding a "Central Registry Agency Electronic General Assembly System Certificate" to use the electronic general assembly system.

The meeting chairman indicated that the articles of association, the activity report, the independent audit report, the financial statements, the membership statements of the candidate members of the board of directors who cannot participate to the meeting in person and other related documents are available at the meeting venue.

The meeting chairman indicated furthermore that from among the members of the board of directors, Mehmet Hurşit Zorlu, himself and Burak Başarır were present at the meeting and Burak Özpoyraz, representing the independent audit firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) participated in the meeting. It has been informed that the board of directors' members who could not participate in person in the meeting presented their excuses

and did not participate in the meeting.

Agenda item 2: As the activity report of the board of directors was disclosed to the public 21 days before the general assembly meeting, on the firm's corporate Internet site www.cci.com.tr, at the firm's head-office, on the Public Disclosure Platform and the Central Registry Agency's electronic general assembly system and announced to the shareholders, the meeting chairman Salih Metin Ecevit's proposal to consider the activity report as read, as it is known by everybody, has been submitted to voting. The proposal was unanimously approved with the favorable vote of 208,083,293,312 TL shares with par value.

The activity report of the board of directors was opened to debate.

As this item of the agenda is not subject to voting, information was provided only.

Agenda Item 3: The general assembly was informed that the report of the independent audit firm has been disclosed to the public; the summary of the report was read. The report of the independent audit firm was submitted to debate. As this item of the agenda is not subject to voting, information was provided only.

Agenda Item 4: As the consolidated financial statements dated 31 December 2016 prepared within the framework of the regulations of the Capital Markets Board were disclosed to the public, 21 days before the general assembly meeting, on the firm's corporate Internet site www.cci.com.tr, at the firm's head-office, on the Public Disclosure Platform and the Central Registry Agency's electronic general assembly system, and announced to the shareholders, the proposal of the meeting chairman Salih Metin Ecevit to consider the financial statements as read, as they are known by everybody, has been submitted to voting. The proposal was approved unanimously with the favorable vote of 208,083,293,312 TL shares with par value.

The financial statements dated 31 December 2016 have been debated. As a result of the voting made after the debates on financial statements, the financial statements have been approved unanimously, with the favorable vote of 208,083,293,312 TL shares with par value.

Agenda Item 5: The release of the board of directors' members respectively for 2016 accounts and activities has been submitted to voting after the debates held.

The members of the board of directors did not vote for their own release and they have been release individually with the favorable vote of 208,083,293,312 TL shares with par value.

Agenda Item 6: The proposal related to the distribution of profit, prepared in line with the decision of the board of directors, dated 01.03.2017, no: 9, has been read and debated.

Upon the voting made, the proposal has been accepted as is, and following the examination of our firm's balance sheet and income statement, as the 2016 financial year resulted in a loss, it has been unanimously approved to distribute gross 50,111,044.00 TL remaining after deduction of legal obligations from extraordinary reserves for the year 2012, to the shareholders, as of 22 May 2017, with the favorable vote of 208,083,293,312 TL shares with par value.

Agenda Item 7: The proposals of the firm's shareholder Anadolu Efes Biracılık ve Malt San. A.Ş. and the other shareholder The Coca-Cola Export Corporation, for the members of the board of directors, have been read. The proposal of Anadolu Efes Biracılık ve Malt San. A.Ş.'s representative, Mustafa Susam, for the determination of the wages of the board of directors' members was read. The proposal related to independent membership candidates has been read. The Ministerial Representative noted the board membership candidacy statements of Tuncay Özilhan, certified by the Beşiktaş 15. Notary Public, on 07.04.2017, under doc.no: 4224, Talip Altuğ Aksoy certified by the Beşiktaş 15. Notary Public, on 06.04.2017, under doc.no: 4145, Kamilhan Süleyman Yazıcı certified by the Beşiktaş 15. Notary Public on 07.04.2017, under doc.no: 4225, Mehmet Cem Kozlu certified by the Beşiktaş 15. Notary Public on 07.04.2017, under doc.no: 4227, Ahmet Boyacıoğlu certified by the Beşiktaş 15. Notary Public on 10.04.2017, under doc.no: 4235, Mehmet Mete Başol certified by the Beşiktaş 15. Notary Public on 06.04.2017, under doc.no: 4151, İzzet Karaca dated 06.04.2017, no: 4152, Ahmet Cemal Dördüncü certified by the Beşiktaş 15. Notary Public on 06.04.2017, under doc.no: 4150, Galya Fani Molinas

certified by the Beşiktaş 15. Notary Public on 06.04.2017, under doc.no: 4148, and of Hamit Sedat Erataalar dated 06.04.2017, no: 4149, who could not participate to the meeting in person, and of Salih Metin Ecevit certified by the Beşiktaş 15. Notary Public on 07.04.2017, under doc.no: 4226 and of Mehmet Hurşit Zorlu certified by the Beşiktaş 15. Notary Public on 07.04.2017, under doc.no: 4223, who participated the meeting. The curriculum vitae of the new candidates to board of directors' membership were read.

As a result of the debates and voting realized, the number of members of the board of directors has been determined as 12, with 4 of them being independent members. The following has been approved unanimously with the favorable vote of 175,185,375,312 TL shares with par value, against the unfavorable vote of a total of 32,897,918 TL shares with par value:

Election of Tuncay Özilhan,

Mehmet Hurşit Zorlu who participated in the general assembly meeting and declared in person to be a candidate,

Salih Metin Ecevit who participated in the general assembly meeting and declared in person to be a candidate,

Galya Fani Molinas,

Mehmet Cem Kozlu,

Talip Altuğ Aksoy,

Kamilhan Süleyman Yazıcı,

Ahmet Boyacıoğlu,

Hamit Sedat Erataalar,

Ahmet Cemal Dördüncü,

Mehmet Mete Başol and

İzzet Karaca,

for a term of one (1) year, up to the ordinary general assembly meeting that will convene to discuss the 2017 activity results; our independent board of directors' members, Hamit Sedat Erataalar, Ahmet Cemal Dördüncü, Mehmet Mete Başol and İzzet Karacawill be paid each, on monthly basis, a total annual wage of net 96,000 TL for the 01.04.2017 - 31.03.2018 period; no wage will be paid to the other board of directors' members.

It was declared that the curriculum vitae of the independent board of directors' members has been disclosed to the public 21 days before the general assembly meeting, on the Public Disclosure Platform, the firm's corporate Internet site www.cci.com.tr, the Central Registry Agency's electronic general assembly system, and in the 2016 activity report.

Agenda Item 8: The election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) as independent auditing firm, for the 2017 independent audit to be realized within the framework of the Turkish Commercial Code and the Capital Markets Law, as proposed by the Audit Committee and approved by decision of the board of directors, dated 01.03.2017, no: 10, to audit the financial reports in the 2017 fiscal period and carry out other activities within the scope of other regulations on this matter, has been submitted to voting; this has been approved with the majority of the votes of the participants, with the favorable vote of 206,836,282,312 TL shares with par value, against the unfavorable vote of 1,247,011TL shares with par value.

Agenda Item 9: Information was provided to shareholders that within the framework of the regulations of the Capital Markets Board and art.15 of the firm's articles of association, in the year 2016, no grant was made to Anadolu Eğitim ve Sosyal Yardım Vakfı (foundation exempt from tax), and 705,304.68 TL grant was made to the other public benefit associations. It was indicated that as Item 10 of the Agenda

is for information purposes, no voting would be made.

Agenda Item 10: The shareholders were informed that there were no security, pledge or mortgage given by our Company as security for the debts of 3rd persons, to carry out our firm's ordinary commercial activities and there is no income or interest earned by the firm to this end. It was indicated that this item is included in the agenda for information purposes and would not be submitted to voting.

Agenda Item 11: Information was provided to the general assembly that our firm had no operation during 2016 in the nature indicated in art.1.3.6 Corporate Management Communiqué no: II-17.1 of the Capital Markets Board. It was indicated that this item is included in the agenda for information purposes and would not be subject to voting.

Agenda Item 12: The granting of authorization to shareholders holding the control of the management, the members of the board of directors, senior executives, and their spouse and second-degree blood relatives and relatives by marriage, within the framework of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board, has been submitted to voting.

As a result of the voting realized, it has been approved with the majority of votes to grant authorization to shareholders holding the control of the management, the members of the board of directors, senior executives, and their spouse and second-degree blood relatives and relatives by marriage, within the framework of articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board, with the favorable vote of 200,230,590,312 TL shares with par value, against the unfavorable vote of 7,852,703 TL shares with par value.

Agenda Item 13:

In the closing item, the shareholders were heard.

As there were no more items of the agenda to be discussed, the meeting ended and the present meeting minutes were signed.

MINISTERIAL REPRESENTATIVE

Nuran Devrim

(Signature)

MEETING CHAIRMAN

Salih Metin Ecevit

(Signature)

VOTE COLLECTOR

Deniz Can Yücel

(Signature)

MEETING SECRETARY

Pınar Lale

(Signature)