

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF COCA-COLA İÇECEK A.Ş.
FOR THE YEAR 2017 HELD ON 13 APRIL 2018**

The Ordinary General Assembly meeting of the company Coca-Cola İçecek Anonim Şirketi convened on 10.04.2017 at 2 p.m., at the address "Dudullu OSB, Deniz Feneri Sk. No: 4, Ümraniye/Istanbul", under the supervision of the Ministerial Representative, Mr. İsmail Aslanlar, mandated by the letter of the Ministry of Customs and Trade, Istanbul Provincial Directorate of Trade, dated 12.04.2018, no: 00033562140, 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 22.03.2018, no: 9542, and in the newspaper Sözcü dated 22.03.2018, and to the shareholders holding registered shares, by registered letters with return receipt request from the Istanbul-Dudullu Post-Office, dated 22 March 2018, and on the company's corporate Internet site www.cci.com.tr, on the Public Disclosure Platform, on 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 the **25.437.078.200** shares having a nominal value of 1 Kuruş each, representing the company's total capital of 254,370,782.-TL, 196.318.233,634-TL shares with par value were represented by proxy and 167,675-TL shares with par value were represented in principal, therefore, total 217.697.350,309-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 21,378,949TL shares included in these total number of shares were represented by the Depositor Representatives.

The meeting started with the opening speech made by the member of the Board of Directors, Mr. Ahmet Boyacıođlu. Mr. Ahmet Boyacıođlu 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 of 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 which require due attention at the General Assembly meeting. The meeting was opened at the same time in the physical and in the electronic environment at 14:40 by extracting the list of attendees from the Central Registry Agency and skipped to the agenda items.

Agenda Item 1: The proposal of Anadolu Efes Biracılık ve Malt San. A.Ş. in relation to election of the Meeting Chairman was read. Mr. Volkan Harmandar has been elected as the Meeting Chairman with majority of the votes of the attendees, with the favorable votes of 217.459.197,309 TL shares with par value, against the unfavorable votes of 238.153 TL shares with par value.

The Meeting Chairman appointed Ms. Emine Yeşim Tohma as vote collector and Ms. Hüma Muhaddisođlu as meeting secretary.

The Meeting Chairman Mr. Volkan Harmandar appointed Ms. Nebahat Rodoplu Dođan, 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, book of shares, 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, newspaper showing the call to the meeting, agenda and other related documents are available at the meeting venue.

The Meeting Chairman indicated furthermore that among the members of the Board of Directors, Mr. Ahmet Boyacıođlu was present at the meeting and Mr. Burak Özpoyraz, representing the independent audit firm PwC Bađımsız 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 company's corporate Internet site www.cci.com.tr, at the company's head-office, on the Public Disclosure Platform and on the Central Registry Agency's electronic general assembly system and announced to the shareholders, the Meeting Chairman Mr. Volkan Harmandar's proposal to consider the activity report as read, as it is known by everybody, has been submitted to voting. The proposal was approved with the majority of the votes of the attendees, with the favorable votes of 217.467.334,309 TL shares with par value, against the unfavorable votes of 230.016 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 2017 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 company's corporate Internet site www.cci.com.tr, at the company's head-office, on the Public Disclosure Platform and on the Central Registry Agency's electronic general assembly system, and announced to the shareholders, the proposal of the Meeting Chairman Mr. Volkan Harmandar to consider the financial statements as read, as they are known by everybody, has been submitted to voting. The proposal was approved with the majority of the votes of the attendees, with the favorable votes of 217,467,334,309 TL shares with par value, against the unfavorable votes of 230.016 TL shares with par value.

The Financial Statements dated 31 December 2017 have been debated. As a result of the voting made after the debates on Financial Statements, the Financial Statements have been approved with the majority of the votes of the attendees with favorable votes of 217,467,334,309 TL shares with par value, against the unfavorable votes of 230.016 TL shares with par value

Agenda Item 5: The release of each Board of Directors' members separately for 2017 accounts and activities has been submitted to voting after the debates.

The members of the Board of Directors did not vote for their own release and they have been released separately with the majority of the votes of the attendees, with the favorable votes of 217.455.232,309 TL shares with par value, against the unfavorable votes of 242.118 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 voting, the proposal has been accepted as is and it has been approved with the majority of the votes of the attendees, with the favorable votes of 217.447.095,309 TL shares par value, against the unfavorable votes of 250.255 TL shares with par value that; following the deduction of loss of 2016 financial year (28.393.652,00 TL) and statutory obligations from net profit of the year 2017, which is shown as 237.627.000,00 TL in our balance sheet and income statement prepared in accordance with CMB accounting standards, 170.000.000,00 TL from profit of year 2017 with the addition of 30.189.805,00 TL of 2009 extraordinary reserves, total gross of 200.189.805,00 TL will be distributed to the shareholders as of May 25th 2018 and remaining 2017 profit will be held by our company as extraordinary reserves .

Agenda Item 7: The proposals of the company's shareholders Anadolu Efes Biracılık ve Malt San. A.Ş. and The Coca-Cola Export Corporation regarding candidates of the members of the Board of Directors have been read. The proposal of Anadolu Efes Biracılık ve Malt San. A.Ş. for the determination of the wages of the members of the Board of Directors was read. The proposal related to candidates of independent members of the Board of Directors has been read. The Ministerial Representative noted the Board membership candidacy statements of absentees Mr. **Tuncay Özilhan**, certified by the Beşiktaş 15. Notary Public, on 21.03.2018, under doc.no: 3533, Mr. **Talip Altuğ Aksoy** certified by the Beşiktaş 15. Notary Public, on 23.03.2018, under doc.no: 3650, Mr. **Kamilhan Süleyman Yazıcı** certified by the Beşiktaş 15. Notary Public on 21.03.2018, under doc.no: 3535, **Mehmet Cem Kozlu** certified by the Beşiktaş 15. Notary Public on 21.03.2018, under doc.no: 3532, Mr. **Kamil Ömer Bozer** certified by the Beşiktaş 15. Notary Public on 06.04.2018, under doc.no: 4184, Mr. **Mehmet Hürşit Zorlu** certified by the Beşiktaş 15. Notary Public on 21.03.2018, under doc.no: 3534, Mr. **Ali Galip Yorgancıoğlu** certified by the Beşiktaş 15. Notary Public on 30.03.2018, under doc.no:

3974, Mr. **İzzet Karaca** certified by the Beşiktaş 15. Notary Public on 21.03.2018, under doc.no: 3536, Mr. **Tayfun Bayazıt** certified by the Beyoğlu 18. Notary Public on 23.03.2018, under doc.no: 7607, Ms. **Galya Fani Molinas** certified by the Beşiktaş 15. Notary Public on 28.03.2018, under doc.no: 3844, Mr. **Uğur Bayar** certified by the Beşiktaş 11. Notary Public on 26.03.2018, under doc.no: 7556 and of attendee Mr. **Ahmet Boyacıoğlu** certified by the Beşiktaş 15. Notary Public on 21.03.2018, under doc.no: 3553. The curriculum vitae of the new candidates to Board were read.

As a result of the debates and voting, 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 with the majority of the votes of the attendees, with the favorable vote of 195.931.887,309 TL shares with par value, against the unfavorable vote of 21.765.463 TL shares with par value:

Election of;

Mr. Tuncay Özilhan,

Mr. Ahmet Boyacıoğlu who has physically participated in the General Assembly meeting and declared to be a candidate,

Mr. Kamil Ömer Bozer, ,

Ms. Galya Fani Molinas,

Mr. Mehmet Cem Kozlu,

Mr. Talip Altuğ Aksoy,

Mr. Kamilhan Süleyman Yazıcı,

Mr. Mehmet Hurşit Zorlu,

Mr. Ali Galip Yorgancıoğlu,

Mr. Tayfun Bayazıt,

Mr. Uğur Bayar and

Mr. İzzet Karaca,

for a term of one (1) year, up to the ordinary General Assembly meeting that will convene to discuss the 2018 activity results; our independent members of the Board of Directors, Mr. Tayfun Bayazıt, Mr. Ali Galip Yorgancıoğlu, , Mr. Uğur Bayar and Mr. İzzet Karaca will be paid each, on monthly basis, a total annual wage of net 110,000 TL for the 01.04.2018 - 31.03.2019 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 have been publicly disclosed 21 days before the General Assembly meeting, on the Public Disclosure Platform, the company's corporate Internet site www.cci.com.tr, the Central Registry Agency's electronic general assembly system, and resumes of the other members of the board was shown in 2017 activity report since they are also the members of the Board of Directors for previous year.

Agenda Item 8: For the purpose of conducting independent audit in 2018 in accordance with the Turkish Commercial Code and the Capital Markets Law; the election of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte) located at the address of Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslak No 1 Plaza Maslak 34398 Sarıyer, İstanbul, registered at İstanbul Trade Registry under number 304099 (Boğaziçi Corporate Tax Office, 291 001 0976 / Mersis No: 0291001097600016) as independent audit firm as proposed by the Audit Committee of our company and approved by decision of the Board of Directors, dated 21.03.2018, no: 10 to independently audit the financial reports prepared as per CMB Audit Standards and International Audits Standards in the 2018 fiscal period and to carry out other activities within the scope of other regulations regarding this matter, has been submitted to voting and approved with the majority of the votes of the attendees, with the favorable vote of 216.586.473,309TL shares with par value, against the unfavorable vote of 1.110.877TL shares with par value.

Agenda Item 9: Information was provided to the General Assembly that within the framework of the regulations of the Capital Markets Board and Article 15 of the articles of association, in the year 2017, no grant was made to Anadolu Eğitim ve Sosyal Yardım Vakfı (foundation exempt from tax), and 492.238,78 TL grant was made to the other public benefit associations. It was indicated that as Item 9 of the Agenda is for information purposes and that no voting would be made.

Agenda Item 10: The information was provided to the General Assembly that no security, pledge, lien, surety or mortgage were granted by our Company in favor of third parties to carry out our company's ordinary course of business and no income, benefit or interest is gained by our Company to this end. It was indicated that as Item 10 of the Agenda is for information purposes and that no voting would be made.

Agenda Item 11: Information was provided to the General Assembly that pursuant to the Corporate Governance Principles numbered 1.3.6, attachment of the II-17.1 Communiqué on Corporate Governance of the Capital Markets Board, throughout the year 2016, our Company had entered into no material transaction in a nature that could cause conflict of interest with the controlling shareholders, members of the Board of Directors, executive managers and their spouses, second-degree relatives, their subsidiaries and associated undertakings ("concerned parties") and/or that the concerned parties, on behalf of themselves or a third party, have not engaged in any business operation which could compete with the Company or its associated undertakings nor they have been participated in another company in the same field of business within their capacity as the unlimited liable shareholder. It was indicated that as Item 11 of the Agenda is for information purposes and that no voting would be made.

Agenda Item 12: The granting of authorization to the members of the Board of Directors, 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, it has been approved with the majority of votes with the favorable vote of 216.387.621,309 TL shares with par value, against the unfavorable vote of 1.309.729 TL shares per par value to grant authorization to the members of the Board of Directors, within the framework of Articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board,

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 this meeting minutes were signed.

MINISTERIAL REPRESENTATIVE

İsmail Aslanlar

(Signature)

MEETING CHAIRMAN

Volkan Harmandar

(Signature)

VOTE COLLECTOR

Emine Yeşim Tohma

(Signature)

MEETING SECRETARY

Hüma Muhaddisoğlu

(Signature)