

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF COCA-COLA İÇECEK A.Ş.

FOR THE YEAR 2013 HELD ON 15 APRIL 2014

The Ordinary General Assembly Meeting of Coca-Cola İçecek Anonim Şirketi was held on 15.04.2014 at 11:00 hours at Esenkent Mahallesi, Deniz Feneri Sk. No. 4 Ümraniye/İstanbul under the supervision of the Ministerial Representative, Mr. Fevzi Ülker, commissioned through letter dated 14.04.2014 number 10307 of the İstanbul Provincial Trade Directorate, Ministry of Customs and Trade to discuss and resolve upon the matters on the agenda.

The summons to the meeting was made as contemplated under the law and articles of association and in a manner to contain the agenda by being announced 21 days in advance on the Turkish Trade Registry Gazette dated 21.03.2014 issue number 8533, on Sözcü Daily Newspaper dated 21.03.2014 and furthermore by registered mail with return receipt requested dated 21 March 2014 posted from İstanbul-Dudullu PTT office to registered shareholders and on the corporate website of our Company at www.cci.com.tr and on e-şirket portal using the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency).

Based on an examination of the List of Attendees it was understood that out of **25.437.078.200** shares each having a nominal value of 1 Kurus which constitute the total capital of the company in the amount of TRL 254.370.782.-, shares having a nominal value of TRL 189.689.160,128 were being represented **by proxy** and shares having a nominal value of TRL 2 were being represented **in person** making up shares with a nominal value of TRL **189.689.162,128** in total were being represented in the meeting and thus the minimum meeting quorum contemplated both under the Law and the Articles of Association was present. It was announced that shares having a total value of TRL **43.228,494** included in these shares were represented by Depositing Proxies.

The meeting started with an opening speech by Board Member Mr. Salih Metin Ecevit who advised that the General Assembly Meeting would be held both physically and electronically, that some of our shareholders could attend the general assembly meeting electronically over the electronic general assembly meeting system through MKK (Central Registry Agency) and provided information about matters to be considered in the general assembly meeting accordingly. The meeting was opened concurrently both on the physical and online environment and discussion of the items on the agenda was proceeded with.

Agenda Item: 1

The Proposal of Mr. İrfan Çetin, representing Anadolu Efes Biracılık ve Malt San. A.Ş., on the election of the Meeting Chairmanship was read. It was resolved with a majority of votes, comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus dissenting votes cast by shares with a nominal value of TRL 31.424 that Mr. **Salih Metin Ecevit** be appointed as the Chairman of the Meeting.

The Chairman of the Meeting announced that he had appointed Mr. **Deniz Can Yücel** and Ms. **Pınar Lale** respectively as the vote collecting officer and clerk.

The Chairman of the Meeting Mr. Salih Metin Ecevit appointed Ms. Eser Taşçı, who holds a "Central Registry Agency Electronic General Assembly System Certificate" to use the electronic general assembly system.

The Chairman of the Meeting stated that the Articles of Association, Annual Report, Independent Auditor's Report, Financial Statements and Independence Statements of candidate Board Members who were unable to attend the meeting personally and other relevant documents were available at the place of meeting.

The Chairman of the Meeting also stated that from among Board Member Mr. **Mehmet Hürşit Zorlu** and Board Member and CEO Mr. **Damian Paul Gammell** were present at the meeting and that Mr. **Burak Özpoyraz** attended the meeting representing the Independent Audit Company Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Pricewaterhouse Coopers). He informed that those Board Members who did not attend the meeting personally did so by stating excuses.

Agenda Item: 2

Since the Board of Directors' Annual Report was publicly disclosed and announced to shareholders 21 days prior to the General Assembly Meeting on the corporate website of the Company at www.cci.com.tr, at the Head office of the Company, on Public Disclosure Platform and Electronic General Assembly Meeting System of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) the proposal of Mr. Salih Metin Ecevit, the Chairman of the Meeting, that the Annual Report should be considered read since it was publicly available was put to vote. The proposal was accepted by a majority of votes, comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424.

Mr. **Orhun Köstem**, CFO, gave information with respect to the activities carried out during 2013.

The Board of Directors' Annual Report was submitted for negotiation. In the voting held after negotiation the Board of Directors' Activity Report was approved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424.

Agenda Item: 3

The General Assembly was informed that the Independent Auditor's Report was disclosed to the public. The summary of the report was read. The Independent Auditor's Report was submitted for negotiation. Since this agenda item is not subject to voting only information was provided.

Agenda Item: 4

Since the consolidated Financial Statements dated 31 December 2013 prepared according to the Capital Market Board regulations were publicly disclosed and announced to shareholders 21 days prior to the General Assembly Meeting on the corporate website of the Company at www.cci.com.tr, the Head Office of the Company, on Public Disclosure Platform and Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. the proposal of Mr. Salih Metin Ecevit, the Chairman of the Meeting, that the Financial Statements should be considered read since they were publicly available was put to vote. The proposal was approved by a majority of votes, comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424.

The Financial Statements dated 31 December 2013 were negotiated upon. As a result of the voting held after negotiation of the Financial Statements it was resolved to approve the Financial Statements by a majority of votes, comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424.

Agenda Item: 5

Acquittal of Board Members of the Company due to accounts and their activities for 2013 one by one was put to vote following the negotiations made.

None of the Board Members used the voting rights arising out of their own shares for their acquittal and each Board Member was acquitted one by one with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.404.672,629 versus "dissenting" votes cast by shares with a nominal value of TRL 469.755,005.

Agenda Item: 6

The dividend distribution proposal prepared in line with Board of Directors' resolution dated 11.03.2014 number 15 was read and negotiated upon.

As a result of the voting held it was resolved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424 that the proposal be approved as-is and the total gross amount of TRL 85.000.000 equal to the total gross amount of TRL 75.000.000 which remains after deducting legal obligations from the net profit for the period in the amount of TRL 488.802.830,18 resulting from the activities for the financial year 2013 and the gross amount of TRL 10.000.000 from extraordinary reserves for 2010, be distributed among shareholders starting from 28 May 2014 and the portion which remains from the profit for 2013 be set aside as extraordinary reserves.

Agenda Item: 7

The amendment text regarding the Dividend Policy of the Company for 2013 and subsequent years, which was revised in line with the requirements set forth under the Dividend Communiqué of the Capital Market Board dated 23 January 2014 number II-19.1 and which was prepared based on Board of Directors' resolution dated 20.03.2014 number 18, was read and negotiated upon.

As a result of the voting held it was resolved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 232.843.003,634 versus "dissenting" votes cast by shares with a nominal value of TRL 31.424 that the amendment text regarding the Dividend Policy of the Company for 2013 and subsequent years be approved as-is and the Dividend Policy be amended in accordance with the Dividend Communiqué of the Capital Market Board dated 23 January 2014 number II-19.1.

It was requested that the Dividend Policy be transcribed to the minutes as published on the Public Disclosure Platform and in the form it was read out.

"Dividend Policy

Our Company carries out profit distributions pursuant to the provisions of Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and in accordance with the article on profit distribution of the Articles of Association of the company. Our company targets to distribute an amount equal to maximum 50% of the distributable profit as cash and/or bonus shares each year. This profit distribution policy is subject to investment and other funding needs required for the long term growth of the Company and any special cases arising due to extraordinary developments in economic conditions. The Board of Directors adopts a resolution on profit distribution separately for each accounting period and submits it to the General Assembly for approval. Profit distribution commences on the date to be determined by the General Assembly which shall not be later than the end of the year during which the General Assembly Meeting is held. The Company may consider distributing advance dividends or paying out the dividends in installments of equal or variable amounts. The Board of Directors is entitled to propose a profit distribution at a rate higher than that determined and obtain the approval of the General Assembly for that purpose provided that investment plans and operational requirements are not prejudiced."

Agenda Item: 8

It was stated that the Disclosure Policy of our Company was revised as per the requirements set forth under the Material Events Communiqué dated 23 January 2014 number II-15.1 of the Capital Market Board in line with Board of Directors' resolution dated 20.03.2014 number 19 and disclosed to the public as a material event disclosure on the Public Disclosure Platform. The shareholders were informed that this item would not be put to vote since it was included on the agenda for informative purposes. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 9

Proposals of the shareholder of the Company, Anadolu Efes Biracılık ve Malt San. A.Ş., and the other shareholder The Coca-Cola Export Corporation for Board Members were read. The proposal by Mr. İrfan Çetin, the representative of Anadolu Efes Biracılık ve Malt San. A.Ş., for determining the remuneration of Board Members was read. The proposal on independent board member candidates was read. The Ministerial Representative saw the Board Membership Candidacy Statements of Mr. **Tuncay Özilhan**, certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2780, Mr. **Kevin Andrew Warren**, certified by the 15th Notary Public of Beşiktaş on 27.02.2014 under ledger number 2501, Mr. **Armağan Özgörkey** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2776, Mr. **Recep Yılmaz Argüden** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2777, Mr. **Ahmet Cemal Dördüncü** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2784, Mr. **Mehmet Mete Başol** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2778, Mr. **Michael Spanos** certified by the 15th Notary Public of Beşiktaş on 27.02.2014 under ledger number 2505 who were unable to attend the meeting personally and of Mr. **Damian Paul Gammell** certified by the 15th Notary Public of Beşiktaş on 27.02.2014 under ledger number 2504, Mr. **Mehmet Hürşit Zorlu** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2779, Mr. **Salih Metin Ecevit** certified by the 15th Notary Public of Beşiktaş on 6.03.2014 under ledger number 2781 and Mr. **Burak Başarır** certified by the 15th Notary Public of Beşiktaş on 10.03.2014 under ledger number 2879 who attended the meeting.

As a result of negotiations and voting held the number of Board Members was determined as 12 including 4 independent members. It was resolved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 231.151.822,634 versus "dissenting" votes cast by shares with a nominal value of TRL 1.772.605 that

Mr. **Tuncay Özilhan** with T.R. I.D. number 11678509580,

Mr. **Damian Paul Gammell** with Tax I.D. Number 3880662399 who participated in the General Assembly Meeting and personally stated that he was a candidate,

Mr. **Burak Başarır** with T.R. I.D. Number 213973980068 who participated in the General Assembly Meeting and personally stated that he was a candidate,

Mr. **Kevin Andrew Warren** with Tax I.D. Number 8000509140,

Mr. **Mehmet Hürşit Zorlu** with T.R. I.D. Number 28783399166 who participated in the General Assembly Meeting and personally stated that he was a candidate,

Mr. **Salih Metin Ecevit** with T.R. I.D. Number 14534311372 who participated in the General Assembly Meeting and personally stated that he was a candidate,

Mr. **Recep Yılmaz Argüden** with T.R. I.D. number 13925474016,

Mr. **Armağan Özgörkey** with T.R. I.D. number 28762979662,

Mr. **Hamit Sedat Eratalar** with T.R. I.D. number 35407066618,

Mr. **Ahmet Cemal Dördüncü** with T.R. I.D. number 37984632798,

Mr. **Mehmet Mete Başol** with T.R. I.D. number 25280034262,

Mr. **Michael Spanos** with Tax I.D. Number 7810482572

be elected as Board Members to officiate for one (1) year until the Ordinary General Assembly to be convened to discuss the results of the activities carried out in 2014; that each of our independent Board Members Mr. Hamit Sedat Eratalar, Ahmet Cemal Dördüncü, Mehmet Mete Başol and Michael Spanos be paid on a monthly basis total annual remuneration of TRL 66.000.- net to cover the period 01.04.2014 – 31.03.2015 and that no remuneration be paid to other Board Members.

Information was provided that the backgrounds of Board Members were publicly announced 21 days prior to the General Assembly meeting (on the Public Disclosure Platform), on the corporate website of the Company at www.cci.com.tr, on the Electronic General Assembly System of the Central Registry Agency and on the printed Annual Report for 2013, that Mr. Burak Başarır was elected to replace Mr. Michael A. O'Neill who was elected as a Board Member in the Ordinary General Assembly dated 28 May 2013 and there were no changes on the other Board Members.

Shareholder Mr. Muzaffer Eroğlu, holder of 1 share, cast a dissenting vote for this item on the electronic environment and stated: "It would be advisable to appoint three women board members in accordance with CMB's Corporate Governance Principles".

Agenda Item: 10

With a view to carrying out an independent audit for 2014 as required under Turkish Commercial Code and Capital Market Law appointment of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), which was recommended by the Audit Committee and approved by the Board of Directors' resolution number 11.03.2014 and 16, as the independent audit company to audit the financial reports for the accounting period 2014 and conduct other activities contemplated under the regulations regarding this matter was put to vote and was approved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 231.312.718,634 versus "dissenting" votes cast by shares with a nominal value of TRL 1.561.709.

With respect to this agenda item H. Vuslat Sümen stated on behalf of certain funds he was representing: "Isn't the General Assembly in charge of setting the upper limit for donations. The Chairman of the Meeting and Orhun Köstem, CFO, gave information on the subject.

Agenda Item: 11

Shareholders were informed that in accordance with Capital Market Board regulations and Article 15 of the Articles of Association of the Company donations in the total amounts of TRL 1.530.598,50 and TRL 384.572,43 were made respectively to the Anatolian Education and Social Aid Foundation (tax exempt foundation) and other public benefit associations during 2013. It was stated that Agenda Item 11 would not be put to vote since it was included on the agenda for informative purposes. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 12

Shareholders were informed that there were no guarantees, pledges or mortgages given by our Company to secure the debts of other 3rd parties in order to help conduct ordinary commercial activities and accordingly there were no income or benefits obtained by the Company due to this reason. It was stated that this item was included on the agenda for informative purposes. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 13

In accordance with Capital Market Board regulations information was provided about the report prepared on related party transactions which were of a common and continuous nature. With respect to this item the chairman of the meeting stated that this item was for informative purposes and would not be put to vote. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 14

Under the "Remuneration Policy" issued for Board Members and senior executives pursuant to Capital Market Board regulations shareholders were informed that the total amount of benefits provided to senior executives during 2013 was TRL 21.685.000 as indicated in our Financial Report. With respect to this item the chairman of the meeting stated that this item was for informative purposes and would not be put to vote. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 15

The General Assembly was informed that our Company did not have any transactions of the nature mentioned in principle 1.3.6 of the Corporate Governance Communiqué number II-17.1 of the Capital Market Board during 2013. It was stated that this item would not be put to vote since it was included on the agenda for informative purposes. Certain funds represented by H. Vuslat Sümen cast dissenting votes for this item.

Agenda Item: 16

Permission to be granted to controlling shareholders, Board Members, Senior Executives and their spouses and relatives by blood and marriage up to second degree as contemplated under Articles 395 and 396 of Turkish Commercial Code and Capital Market Board regulations was put to vote.

As a result of the voting held it was resolved with a majority of votes comprising the "affirmative" votes cast by shares with a nominal value of TRL 230.051.065,634 versus "dissenting" votes cast by shares with a nominal value of TRL 2.823.362 to grant permission to controlling shareholders, Board Members, Senior Executives and their spouses and relatives by blood and marriage up to second degree as contemplated under Articles 395 and 396 of Turkish Commercial Code and Capital Market Board regulations.

Agenda Item: 17

Wishes of the shareholders were heard under the agenda item Wishes and Closing.

The list of shareholders represented by Mr. H. Vuslat Sümen who cast dissenting votes with respect to agenda items 5,8,9,10,11,12,13,14,15 and 17 of the General Assembly on behalf of the funds he was representing and who requested that this matter be indicated on the minutes was attached to the minutes.

Since there were no other items on the agenda which required discussion the meeting was closed and these minutes were signed.

MINISTERIAL REPRESENTATIVE

Fevzi Ülker

-signed-

VOTE COLLECTING OFFICER

Deniz Can Yücel

-signed-

CHAIRMAN OF THE PRESIDENTIAL COUNCIL

Salih Metin Ecevit

-signed-

CLERK

Pınar Lale

-signed-

Foreign Funds Represented by H. Vuslat Sümen	Shares	ITEM 1	ITEM 2	ITEM 3 (*)	ITEM 4	ITEM 5	ITEM 6	ITEM 7	ITEM 8 (*)	ITEM 9	ITEM 10	ITEM 11 (*)	ITEM 12 (*)	ITEM 13 (*)	ITEM 14 (*)	ITEM 15 (*)	ITEM 16	ITEM 17 (*)
BBH/BBH LUX FIDELITY FUNDS EMERGING EUROPE MIDDLE EAST AND AFRIC	439902																	
BBH / NATIXIS INTERNATIONAL FUNDS (LUX) I	50000					R			R	R	R	R	R	R	R	R		R
BBH / FIDELITY SELECT PORTFOLIO	388162								R			R	R	R	R	R		R
BBH / CONSULTING GROUP CAPITAL MARKETS FUNDS- EMERGING MARKETS EQUITY INVESTMENTS	13290								R			R	R	R	R	R		R
BBH / THE CTRL EUR AND RUSSIA FD	80000								R			R	R	R	R	R		R
BBH / THE NOMURA TRUST AND BANKING CO., LTD. RE: NEW-GENERATION EMERGING EQUITY MOTHER FUND	15189								R			R	R	R	R	R		R
BBH / THE NOM T A B CO.LTD. RE. NIPPON COMGESTEMER MARK MOTHE FUND	26000								R			R	R	R	R	R		R
BBH / VIP CONTRAFUND PORTFOLIO	328515								R			R	R	R	R	R		R
BBH / THE NOMURA TRUST AND BANKING CO., LTD. RE: FIDELITY GLOBAL SMALL CAP MOTHER FUND	1500								R			R	R	R	R	R		R
BBH / PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: PYRAMIS SELECT INTERNATIONAL SMALL CAP PLUS COMMINGLED POOL	85000								R			R	R	R	R	R		R
BBH / PYRAMIS GLOBAL EX U.S. INDEX FUND LP	3685								R			R	R	R	R	R		R
BBH / PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	101900								R			R	R	R	R	R		R
BBH / PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS	15000								R			R	R	R	R	R		R
BBH / TRUST AND CUS SER BANK LTD. AS TRU F COMGEST EMER EQUITY FUND	92500								R			R	R	R	R	R		R
BBH / THE M T B O JAP LTD. A TR O EMER COUNTRYSTO ACTIVE MOTH FUND	28560								R			R	R	R	R	R		R
BBH / FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.S. INDEX FUND	1582								R			R	R	R	R	R		R
BBH/FIDELITY SALEM STREET TRUST: SPARTAN EMERGING MARKETS INDEX FUND	4691																	
BBH / BBH LUX FIDELITY ACTIVE STRATEGY FAST FAST EMERGING MARKETS FUND	543593								R			R	R	R	R	R		R
BBH / GOLDMAN SACHS GROWTH MARKETS EQUITY SUB TRUST N	4083								R			R	R	R	R	R		R
BBH / THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF JAPAN COMPUTER INFORMATION SERVICE EMPLOYEES' PENSION FUND (400038062)	12938								R			R	R	R	R	R		R
BBH / TRP GLOBAL LARGE CAP EQUITY FUND	6429								R			R	R	R	R	R		R
BBH / FILGENESIS LIMITED	960																	
BBH/010257	44600								R			R	R	R	R	R		R

MKK (Central Registry Agency)

Item No	Name Surname	Counter Statement
9	MUZAFFER EROĞLU	I am casting a dissenting vote because no Women BoD Members were appointed as contemplated under CMB Corporate Governance Principles