

## **MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF COCA-COLA İÇECEK ANONİM ŞİRKETİ FOR THE YEAR 2010 HELD ON 27 APRIL 2011**

The Ordinary General Assembly Meeting of Coca-Cola İçecek Anonim Şirketi has convened on 27 April 2011, at the address of "Esenehir Mahallesi, Erzincan Caddesi, No: 36, 34776 Ümraniye / İstanbul" at 14:00 hours to discuss and resolve on the items in the agenda under the supervision of Yemliha Şirin, a Commissary of the Ministry, appointed by virtue of the letter issued by the Provincial Directorate of Industry and Commerce under the Ministry of Industry and Commerce of the Republic of Turkey dated 26.04.2011 and numbered 25004, and it is determined that meeting invitation was duly made by virtue of an announcement published in the Turkish Trade Registry Gazette dated 11.04.2011 and numbered 7791 and in the daily Milliyet dated 11.04.2011, in compliance with the Law and the Articles of Association as prescribed under Article 368 of the Turkish Commercial Code, including the agenda, and was also sent to holders of the registered shares via registered and certified mail on 07.04.2011.

Upon the review of the list of attendants revealed that out of **25,437,078,200** shares corresponding to the equity capital of the Company amounting to TL 254.370.782.-, a total of **21,009,860,892.6** shares were represented at the meeting, comprising **21,009,859,008.1** shares represented in person and **1,884.5 shares** represented by proxy, the meeting quorum stipulated in the Law and in the Articles of Association satisfied. It is observed that the Company's auditor, Mr. Akin Erdem and Mr. Ahmet Bal are also present. Accordingly, the meeting was called to order by CEO and the agenda items have started to be discussed.

### **Agenda Item: 1**

Mr. Mustafa Susam is nominated as the Chairman of the Presidential Board, Ms. Zeynep Derman Küçükönder as the vote collector and Mr. Armağan Özgörkey as the secretary of the meeting. The nominations are submitted to vote and it is unanimously resolved to elect Mr. Mustafa Susam as the Chairman of the Council, Ms. Zeynep Derman Küçükönder as the vote collector and Mr. Armağan Özgörkey as the secretary of the meeting by a total of **21,009,860,892.6** affirmative votes casted by the attendees.

### **Agenda Item: 2**

It is proposed for the Presidential Board to be authorized to sign the minutes of the General Assembly meeting. The proposal is submitted for vote, and it is unanimously resolved to authorize the Presidential Board to this effect by a total of **21,009,860,892.6** affirmative votes casted by the attendees.

### **Agenda Item: 3**

The Annual Report of the Board of Directors, the 2010 Report of Board of Auditors and the 2010 Independent Auditor's Report, are read and the Coca-Cola İçecek's revised Disclosure Policy is submitted for the General Assembly's information.

**Attendees representing a total of 1,229,635,400 shares** (EASTERN EUROPEAN EQUITY FUND representing 4,900,000 shares, THE NOM T A B CO. LTD. RE. NIPPON COMGESTEMER MARK MOTHE FUND representing 6,000,000 shares, DEXIA/COMGEST GROWTH PLC representing 5,400,000 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 6,140,000 shares, SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 1,587,900 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 503,100 shares, MELLON BANK N.A. EMPLOYEE BENE COLLINVEST FUND PLAN representing 1,717,200 shares, PUBLIC EMPLOYEE RETIREMENT SYS representing 22,050,000 shares, BELLSOUTH CORPORATION RFA VEBA TRUST representing 140,500 shares, PACE TRUSTEES LIMITED representing 30,000,000 shares, BMO HARRIS EMERGING MARKETS EQUITY PORTFOLIO representing 30,000,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, STATE OF NEW JERSEY COMMON PENSION FUND D representing 10,484,300 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,060,000 shares, SSB RBKJ EMERGING MKTS EQUITY TRUST 4 representing 814,800 shares, MONETARY AUTHORITY OF

SINGAPORE representing 4,217,100 shares, CAISSE DE DEPOT ET PLACEMENT DU QUEBEC representing 10,966,100 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX F representing 268,300 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 11.069.000 shares, BLACKROCK INS. TRUST COMP. N.A.INV. FUN. FO. EMPLO. BENEFIT TRUSTS representing 32,840,200 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,291,900 shares, EMERGING MARKETS INDEX NON LENDABLE FUND B representing 1,714,800 shares) **abstained**.

#### **Agenda Item: 4**

The Consolidated Balance Sheet and Profits and Loss Statements as of 31 December 2010, prepared in accordance with the regulations of the Capital Markets Board are read and discussed. As a result of the voting held, the balance sheet and the profit and loss statements are accepted by majority of votes with **21,009,860,892.6 affirmative votes**.

#### **Agenda Item: 5**

The discharge of the Chairman and Members of the Board of Directors from liability for their transactions, acts and operations in the year 2010 is discussed.

No member of the Board of Directors used their voting rights at the voting where their to discharge was voted. The discharge of the Chairman and Members of the Board of Directors from liability for their transactions, acts and operations in the year 2010 is accepted by majority of votes with **21,009,860,892.6 affirmative votes**.

#### **Agenda Item: 6**

The discharge of the Legal Auditors from liability for their acts in the year 2010 is discussed.

The discharge of the Legal Auditors from liability for their acts in the year 2010 is accepted by majority of votes with **21,009,860,892.6 affirmative votes**.

#### **Agenda Item: 7**

It was resolved to elect of Board members, determination of their term and fees.

Among those nominated by the majority of Holders of Group (A) Shares, Tuncay Özilhan, Michael A. O'Neill, Mehmet Hurşit Zorlu, Salih Metin Ecevit, Ahmet Boyacıoğlu, Recep Yılmaz Argüden and among those nominated by the majority of Holders of Group (B) Shares, Mehmet Cem Kozlu, John Mitchell Guarino and Gerard Anthony Reidy and Armağan Özgörkey among those nominated by any shareholder, as Members of the Board of Directors to take office for a period of one (1) years; not to pay any remuneration to the Members of the Board of Directors but to pay USD 57,000.- (fifty seven thousand US Dollars) to " Gerard A. Reidy" for his duties as an "Independent Member of the Board of Directors" for the period 01.04.2011 – 31.03.2012 on a monthly basis by majority of votes with **20,429,741,292.6 affirmative against 10,966,100.00 negative votes** cast by CAISSE DE DEPOT ET PLACEMENT DU QUEBEC and **569,153,500 abstaining votes** (SMALL CAP WORLD FUND INC representing 167.278.500 shares, AMERICAN FUNDS INSURANCE SERIES NEW WORLD FUND representing 16.500.000 shares, NEW WORLD FUND INC. Representing 385.375.000 shares).

#### **Agenda Item: 8**

Among those nominated by the majority of Holders of Group (A) Shares, Mr. Ahmet Bal Mr. Ali Baki and among those nominated by the majority of Holders of Group (B) Shares, Mr. Akin Erdem are elected as the Auditors of the Company for a period of one (1) year, and to be paid a remuneration of TL 350.- per month on a gross basis by majority of votes with **21,009,860,892.6 affirmative votes**.

**Agenda Item: 9**

The proposal for distribution of the profits of the Company for the period, prepared in accordance with the resolution adopted by the Board of Directors, dated 05.04.2011 and numbered 459 is read.

As a result of the voting held, the proposal is unanimously accepted as is and distribution of TL 70,000,000.- to the shareholders prorata to their shareholdings starting from May 26, 2011, after the deduction of legal obligations from the net profits for the fiscal year of 2010 amounting to TL 197,657,000.- and transfer of the remaining profit as extraordinary reserves are unanimously accepted with **21,009,860,892.6 affirmative votes**.

**Agenda Item: 10**

The Shareholders are informed about CCI's consolidated donations amounting to TL 7,000.000.-, made to foundations that are exempted from tax in 2010.

Attendees representing a **total of 1,229,635,400 shares** (EASTERN EUROPEAN EQUITY FUND representing 4,900,000 shares, THE NOM T A B CO. LTD. RE. NIPPON COMGESTEMER MARK MOTHE FUND representing 6,000,000 shares, DEXIA/COMGEST GROWTH PLC representing 5,400,000 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 6,140,000 shares, SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 1,587,900 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 503,100 shares, MELLON BANK N.A. EMPLOYEE BENE COLLINVEST FUND PLAN representing 1,717,200 shares, PUBLIC EMPLOYEE RETIREMENT SYS representing 22,050,000 shares, BELLSOUTH CORPORATION RFA VEBA TRUST representing 140,500 shares, PACE TRUSTEES LIMITED representing 30,000,000 shares, BMO HARRIS EMERGING MARKETS EQUITY PORTFOLIO representing 30,000,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, STATE OF NEW JERSEY COMMON PENSION FUND D representing 10,484,300 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,060,000 shares, SSB RBKJ EMERGING MKTS EQUITY TRUST 4 representing 814,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 4,217,100 shares, CAISSE DE DEPOT ET PLACEMENT DU QUEBEC representing 10,966,100 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX F representing 268,300 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 11.069.000 shares, BLACKROCK INS. TRUST COMP. N.A.INV. FUN. FO. EMPLO. BENEFIT TRUSTS representing 32,840,200 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,291,900 shares, EMERGING MARKETS INDEX NON LENDABLE FUND B representing 1,714,800 shares) **abstained**.

**Agenda Item: 11**

It is discussed that the Chairman and the Members of the Board of Directors are authorized to perform the operations and acts stated in Articles 334 and 335 of the Turkish Commercial Code.

It is unanimously resolved that the Chairman and the Members of the Board of Directors are authorized to perform the operations and acts stated in Articles 334 and 335 of the Turkish Commercial Code with **21,009,860,892.6 affirmative votes**.

**Agenda Item: 12**

Appointment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., as proposed by the Audit Committee and deemed appropriate by virtue of the resolution adopted by the Board of Directors dated 31.03.2011 and numbered 456, to conduct an independent audit in the year 2011 on the consolidated financial statements prepared by our Company in accordance with the standards published by the Capital Markets Board (CMB), in accordance with the Auditing Standards of the CMB and International Auditing Standards is submitted for vote; it is approved by majority of votes with a total of **21,009,860,892.6 affirmative votes**.

### **Agenda Item: 13**

According to the regulations of the CMB, the General Assembly is provided with information on any collateral, pledges or mortgages issued by the Company to third party beneficiaries.

Attendees representing a **total of 1,229,635,400 shares** (BBH/EASTERN EUROPEAN EQUITY FUND representing 4,900,000 shares, THE NOM T A B CO. LTD. RE. NIPPON COMGESTEMER MARK MOTHE FUND representing 6,000,000 shares, COMGEST GROWTH PLC representing 5,400,000 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 6,140,000 shares, SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 1,587,900 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 503,100 shares, MELLON BANK N.A. EMPLOYEE BENE COLLINVEST FUND PLAN representing 1,717,200 shares, PUBLIC EMPLOYEE RETIREMENT SYSTEM representing 22,050,000 shares, BELLSOUTH CORPORATION RFA VEBA TRUST representing 140,500 shares, PACE TRUSTEES LIMITED representing 30,000,000 shares, BMO HARRIS EMERGING MARKETS EQUITY PORTFOLIO representing 30,000,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, STATE OF NEW JERSEY COMMON PENSION FUND D representing 10,484,300 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,060,000 shares, EMERGING MARKETS EQUITY TRUST 4 representing 814,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 4,217,100 shares, CAISSE DEDEPOT ET PLACEMENT DU QUEBEC representing 10,966,100 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND representing 268,300 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 11,069,000 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS representing 32,840,200 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,291,900 shares, EMERGING MARKETS INDEX NONLENDABLE FUND B, representing 1,714,800 shares) **abstained**.

### **Agenda Item: 14**

Amendment of our Company's Article 3 of the Articles of Association in accordance with the approval of Capital Markets Board dated 29.03.2011 numbered 3403, and the permission of Ministry of Industry and Commerce dated 30.03.2011 numbered B.14.O.İTG.0.10.00.01/351.02-39982-40178-1890, is discussed and submitted for vote. The amendment in conformity with the attached amendment text provided in the General Assembly is accepted by majority of votes with a total of **21,009,860,892.6 affirmative votes**.

### **Agenda Item: 15**

Message of greetings are presented by the participants on the agenda item concerning wishes and adjournment.

Attendees representing a **total of 1,229,635,400 shares** (BBH/EASTERN EUROPEAN EQUITY FUND representing 4,900,000 shares, THE NOM T A B CO. LTD. RE. NIPPON COMGESTEMER MARK MOTHE FUND representing 6,000,000 shares, COMGEST GROWTH PLC representing 5,400,000 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 6,140,000 shares, SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 1,587,900 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 503,100 shares, MELLON BANK N.A. EMPLOYEE BENE COLLINVEST FUND PLAN representing 1,717,200 shares, PUBLIC EMPLOYEE RETIREMENT SYSTEM representing 22,050,000 shares, BELLSOUTH CORPORATION RFA VEBA TRUST representing 140,500 shares, PACE TRUSTEES LIMITED representing 30,000,000 shares, BMO HARRIS EMERGING MARKETS EQUITY PORTFOLIO representing 30,000,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, STATE OF NEW JERSEY COMMON PENSION FUND D representing 10,484,300 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,060,000 shares, EMERGING MARKETS EQUITY TRUST 4 representing 814,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 4,217,100 shares, CAISSE DEDEPOT ET PLACEMENT DU QUEBEC representing 10,966,100 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, JOHN

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Since there is no other agenda item to discuss, the meeting is closed and these Minutes are duly signed by the Commissary of the Ministry of Industry and Commerce of the Republic of Turkey, and the Presidential Board.

**COMMISSARY OF THE MINISTRY OF  
INDUSTRY AND COMMERCE OF THE  
REPUBLIC OF TURKEY**

**YEMLİHA ŞİRİN**

**PRESIDENT OF THE MEETING  
Mustafa Susam**

**VOTE COLLECTOR  
Zeynep Derman Küçükönder**

**SECRETARY  
Mehmet Çaltekin**

**Annex: Amendment text**