

**MINUTES OF THE GENERAL MEETING  
OF THE HOLDERS OF CLASS (B) SHARES  
OF COCA-COLA İÇECEK ANONİM ŞİRKETİ  
DATED 18 DECEMBER 2006**

The Extraordinary General Meeting of the holders of Class (B) Shares of Coca-Cola İçecek Anonim Şirketi was held on 18 December 2006 at 16.00 hrs. at Esenşehir Mahallesi, Erzincan Caddesi, No: 36, 34776 Dudullu – Ümraniye / Istanbul, under the supervision of Yemliha Şirin, the Government Commissary appointed by the Provincial Directorate of Industry and Trade of the Turkish Ministry of Industry and Trade, in accordance with the letter dated 15 December 2006 and numbered 66941, in order to discuss and agree upon the items on the agenda. It was determined that the invitation to the meeting was made in accordance with Article 368 of the Turkish Commercial Code, as specified in the Law and the Articles of Association, and inclusive of all items on the agenda, and was announced in the Turkish Trade Registry Gazette dated 30 November 2006 and numbered 6694 and in the daily *Cumhuriyet* dated 28 November 2006; that all of the 5.111.429.863,1 shares corresponding to a capital of YTL 51.114.298,6310 held by the holders of Class (B) shares were represented at the meeting, consisting of 5.111.427.978,6 shares represented in person, and 1.884,5 shares represented by proxy, and, therefore, the meeting quorum prescribed both in the Law and the Articles of Association was satisfied. Thus, the meeting was opened and the items on the agenda started to be discussed.

**1.** At the meeting, independent audited financial statements dated 30 June 2006 prepared in accordance with the Communiqué of the Capital Markets Board for the transfer of Efes Sınai Yatırım Holding A.Ş. ("Efes Sınai") to Coca-Cola İçecek A.Ş. and merger between the two companies were discussed and submitted to the vote of the General Meeting. As a result of the voting procedure, it was decided that the independent audited financial statements dated 30 June 2006 for the transfer of Efes Sınai to Coca-Cola İçecek A.Ş. and the relevant merger be accepted by a majority of votes.

**2.** The General Meeting discussed the company's merger with Efes Sınai, by way of transfer, as a whole together with all its assets, liabilities, rights and obligations in accordance with Article 451 of the Turkish Commercial Code, Articles 17, 18, 19, and 20 of the Corporation Tax Law No. 5520 and the Communiqué of the Capital Markets Board on Merger Principles and the issue was submitted to the vote of the General Meeting.

As a result of the voting procedure, it was decided that the following actions be accepted by a majority of votes:

- In the merger, the ratio of the CCI and Efes Sınai shares shall be 98,1205% and the conversion rate 1:1,4476 based on the net worth method approved at the meeting of the Capital Markets Board dated 9 November 2006 and numbered 48/1369;
- The Merger Agreement dated 8 November 2006 discussed at this General Meeting and the relevant documents and merger procedure shall be approved;
- Efes Sınai shall be acquired by the company as a whole together with all its assets, liabilities, rights and obligations;
- The Company's Board of Directors shall be authorized to follow up and finalize the necessary procedures in order to ensure completion of the merger procedure.

**3.** Within the framework of the merger procedure through acquisition of Efes Sınai by our company; in accordance with the approval of the Capital Markets Board dated 9 November 2006 and numbered

48/1369 and the authorization of the Ministry of Industry and Trade dated 14 November 2006 and numbered 8962, it was decided by a majority of votes that the following actions be accepted:

- Our company's capital shall be increased by YTL 4.781.012.- from YTL 249.589.770.- to YTL 254.370.782.-, and all of the 478.101.200 bearer shares (Class C, Series 4 shares) belonging to CCI, each with a nominal value of YTL 1.-, representing the increased capital, shall be distributed free of charge to the partners of Efes Sinai outside our company in proportion to their respective shares on the transfer date;
- Article 6 ("Capital") and Article 7 ("Types and Distribution of Shares") of the Articles of Association shall be amended in accordance with the enclosed amendment text discussed at the General Meeting, and the Company's Board of Directors shall be authorized to follow up and finalize the Amendment on the Articles of Association.

4. Due to the merger between our company and Efes Sinai through acquisition as per the Communiqué of the Capital Markets Legislation Series. X No. 16; it was agreed by a majority of votes that the independent auditing firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young) be elected for conducting a special audit on the financial statements dated 30 June 2006 and an extensive audit on the financial statements dated 31 December 2006; and that the Audit Agreements dated 28 June 2006 executed separately with this company for both audits be approved.

5. The participants expressed their best wishes for both companies in connection with the decisions taken during the General Meeting.

Since there were no other agenda items to discuss, the meeting was adjourned and these Minutes were duly signed by the Commissary of the Turkish Ministry of Industry and the representative of the holders of Class (A) shares.

COMMISSARY OF THE TURKISH MINISTRY OF INDUSTRY AND TRADE  YEMLİHA ŞİRİN	Representatives of 5.111.429.863,1 Class B shares (5.111.427.978,6 shares for the Coca-Cola Export Corporation and 1.884,5 shares for Cemal Ahmet Bozer)  M. HURŞİT ZORLU
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**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
OF COCA-COLA İÇECEK A.Ş.**

<b>FORMER VERSION</b>	<b>NEW VERSION</b>
<p><b>Capital Article 6:</b></p> <p>The Company's capital is YTL 249.589.770.- and is fully paid up.</p> <p>This capital is divided into 24.958.977.000 shares, each with a nominal value of 1.00 New Kurush. These shares are classified as Class (A), (B) and (C) shares.</p> <p>Class (A) and (B) shares are registered shares and hold the exclusive rights and concessions stated herein. Class (C) shares are bearer shares and hold no special rights or concessions.</p> <p>In capital increases, shares shall be issued in proportion to the number of shares based on the class type which they belong to, in order to represent the increased capital; in other words Class (A) shares shall be issued in proportion to the existing Class (A) shares, Class (B) shares in proportion to the existing Class (B) shares and Class (c) shares in proportion to Class (C) shares.</p> <p>In capital increases, the shares remaining after the exercise of pre-emptive right or, where exercise of pre-emptive right is restricted, all newly issued shares shall be Class (C) bearer shares provided that the issue shall be on the agenda and a clear decision shall be taken accordingly. The foregoing shares shall be offered to the public in accordance with the Communiqués of the Capital Markets Board at market price, provided such price shall not fall below the nominal value.</p> <p>The Board of Directors shall be entitled to combine and issue shares in coupons representing more than one share in accordance with the relevant regulations of the Capital Markets Board, keeping the same the nominal values of the shares.</p>	<p><b>Capital Article 6:</b></p> <p>The Company's capital is YTL 254.370.782.- and is fully paid up.</p> <p>This capital is divided into 25.437.078.200 shares, each with a nominal value of 1.00 New Kurush. These shares are classified as Class (A), (B) and (C) shares</p> <p>Class (A) and (B) shares are registered shares and hold the exclusive rights and concessions stated herein. Class (C) shares are bearer shares and hold no special rights or concessions.</p> <p>YTL 249.589.770.- which represents the former capital of the company has already been fully paid up.</p> <p>The increased amount YTL 4.781.012.- has been met as a result of the merger which was carried out by acquisition of all assets and liabilities of Efes Sinai Yatırım Holding A.Ş. ("Efes Sinai") as a whole within the framework of the Merger Agreement prepared in accordance with Articles 17, 18, 19 and 20 of the Corporate Tax Act No. 5520 and Article 451 and other relevant provisions of the Turkish Commercial Code and the Capital Markets Board regulations.</p> <p>478.101.200 Series 4 Class C bearer shares to be issued due to the merger, each with a nominal value of 1 New Kurush, shall be distributed free of charge to the shareholders of Efes Sinai Yatırım Holding A.Ş. (other than those present at Coca-Cola İçecek A.Ş.) which will be liquidated as a result of the merger, in exchange for their current shares of Efes Sinai in accordance with the principles stated in the Merger Agreement.</p> <p>In capital increases, shares shall be issued in proportion to the number of shares based on the class type which they belong to in order to represent the increased capital; in other words Class (A) shares shall be issued in proportion to the existing Class (A) shares, Class (B) shares in proportion to the existing Class (B) shares and Class (C) shares shall be issued in proportion to Class (c) shares.</p> <p>In capital increases, the shares remaining after the exercise of pre-emptive right or, where exercise of pre-emptive right is restricted, all newly issued shares shall be Class (C) bearer shares provided that the issue shall be on the agenda and a clear decision shall be taken accordingly. The foregoing shares shall be offered to the public in accordance with the Communiqués of the Capital Markets Board at market price, provided such price shall not fall below the nominal value.</p> <p>The Board of Directors shall be entitled to combine and issue shares in coupons representing more than one share in accordance with the relevant regulations of the Capital Markets Board, keeping the same the nominal values of the shares.</p>

**Types and Distribution of Shares**  
**Article 7:**

The capital amount YTL 249.589.770.- fully consists of:

Series 3 Class A registered shares of YTL 80.000.000.-  
Series 3 Class B registered shares of YTL 51.114.298.6310  
Series 3 Class C bearer shares of YTL 118.475.471.3690

The shares shall be distributed among the shareholders as follows:

Shareholder	# of Shares	# of Shares Depending on Fractional Receipt	Class / Type of Shares	Share Amount (YTL)
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	7.900.000.000	0.0	Series III Class A Registered Shares	79.000.000.0000
The Coca-Cola Export Corporation	5.111.427.978	0.6	Series III Class B Registered Shares	51.114.279.7860
Efes Pazarlama ve Dağıtım Ticaret A.Ş.	100.000.000	0.0	Series III Class A Registered Shares	1.000.000.0000
Cemal Ahmet Bozer	1.884	0.5	Series III Class B Registered Shares	18.8450
Other	11.847.547.136	0.9	Series III Class C Bearer Shares	118.475.471.3690
<b>TOTAL</b>	<b>24.958.976.998</b>	<b>2.0</b>		<b>249.589.770.0000</b>

**Types and Distribution of Shares**  
**Article 7:**

The capital amount YTL 254.370.782.- fully consists of:

Series 3 Class A registered shares of YTL 80.000.000.0000  
Series 3 Class B registered shares of YTL 51.114.298.6310  
Series 3 Class C bearer shares of YTL 118.475.471.3690  
Series 3 Class C bearer shares of YTL 4.781.012.0000

The shares shall be distributed among the shareholders as follows:

Shareholder	# of Shares	# of Shares Depending on Fractional Receipt	Class / Type of Shares	Share Amount (YTL)
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	7.900.000.000	0.0	Series 3 Class A Registered Shares	79.000.000.0000
The Coca-Cola Export Corporation	5.111.427.978	0.6	Series III Class B Registered Shares	51.114.279.7860
Efes Pazarlama ve Dağıtım Ticaret A.Ş.	100.000.000	0.0	Series III Class A Registered Shares	1.000.000.0000
Cemal Ahmet Bozer	1.884	0.5	Series III Class B Registered Shares	18.8450
Other	6.061.792.636	0.9	Series III Class C Bearer Shares	60.617.926.3690
Other Public	5.785.754.500	0.0	Series III Class C Bearer Shares	57.857.545.0000
Other	478.101.200	0.0	Series IV. Class C Bearer Shares	4.781.012.0000
<b>TOTAL</b>	<b>25.437.078.198</b>	<b>2.0</b>		<b>254.370.782.0000</b>