

**MINUTES OF THE MEETING OF GROUP (B) SHAREHOLDERS
OF COCA-COLA İÇECEK ANONİM ŞİRKETİ
HELD ON 29.06.2006 AT 15:30 HOURS**

The Extraordinary General Assembly meeting of Group (B) Shareholders of Coca-Cola İçecek Anonim Şirketi was held on 29.06.2006 at 15:30 hours at Esenşehir Mahallesi, Erzincan Caddesi No.36 34776. Dudullu - Ümraniye / İstanbul under the supervision of the Ministerial Representative, Mr. Yemliha Şirin, who was commissioned through the letters dated 28.06.2006 number 37493 of the Republic of Turkey, Ministry of Industry and Commerce Provincial Directorate of Industry and Commerce, to negotiate and resolve upon the items on the agenda and it was determined that the call to the meeting was made pursuant to Article 368 of the Turkish Commercial Code and by announcement made on the Turkish Trade Registry Gazette dated 13.06.2006 issue number 6576 and on Milliyet Newspaper dated 12.06.2006 as stipulated under the Law and the Articles of Association and in a manner so as to contain the agenda and since it was found out that out of the number of 5.111.429.863,1 shares corresponding to the capital in the total amount of TRY 51.114.298,6310 of Group (B) Shareholders, 5.111.427.978,6 were being represented in person and 1.884,5 by proxy and thus the total number of shares were being represented fully and therefore, the meeting quorum which was stipulated both under the Law and the Articles of Association, existed, it was proceeded with negotiating upon the items on the agenda.

1. It was unanimously resolved to vest power with the Board of Directors to hold negotiations with the Board of Directors of Efes Sınai Yatırım Holding A.Ş., to have an official appraisal conducted with the Commercial Court to determine the equity which is the basis of the merger, to prepare and sign the Merger Contract and to submit the Merger Contract to the approval of our General Assembly after obtaining the approval of the Capital Market Board, to inform the Competition Board and obtain the permission of the Republic of Turkey Ministry of Industry and Commerce to amend the Articles of Association for the merger and capital increase and to carry out other transactions relating to the merger in connection with the merger of our Company with Efes Sınai Yatırım Holding A.Ş. through the acquisition as a whole with all its assets, liabilities, rights and obligations, pursuant to Article 451 of the Turkish Commercial Code, Articles 37-39 of the Corporation Tax Law in effect as of the date the Agenda of the Extraordinary General Assembly of our Company was announced and the relevant provisions of the Corporation Tax Law in effect as of the date the Extraordinary General Assembly was held and Article 16/A of the Capital Market Law and relevant provisions of the Merger Communiqué.

2. No wishes or proposals were made.

There being no further item that required negotiating upon, the meeting was closed in the presence of the Ministerial Representative appointed by the Republic of Turkey Ministry of Industry and Commerce and these minutes were signed.

**MINISTERIAL REPRESENTATIVE
APPOINTED BY REPUBLIC OF TURKEY
MINISTRY OF INDUSTRY AND
COMMERCE**

YEMLİHA ŞİRİN

-signed-

**Representative of
5.111.429.863,1 Group B Shares
(5.111.427.978.6 of such shares held by
The Coca-Cola Export Corporation and
1.884.5 by Cemal Ahmet Bozer)
ZEYNEP DERMAN**

-signed-

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