

## **MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF COCA-COLA İÇECEK ANONİM ŞİRKETİ FOR THE YEAR 2009 HELD ON 28 APRIL 2010**

The Ordinary General Assembly Meeting of Coca-Cola İçecek Anonim Şirketi has convened on 28 April 2010, at the address of "Eseneşhir 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 27.04.2010 and numbered 24826, and it is determined that meeting invitation was duly made by virtue of an announcement published in the Turkish Trade Registry Gazette dated 07.04.2010 and numbered 7538 and in the daily Milliyet dated 07.04.2010, 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 07.04.2010.

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 **21,191,365,447.8** shares were represented at the meeting, comprising **21,191,362,562.8** shares represented in person and **2,885 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. Akın Erdem is also present. Accordingly, the meeting was called to order by the Board of Directors member 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. Mehmet Çaltekin 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 Mehmet Çaltekin as the secretary of the meeting by a total of **21,191,365,447.8** 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 **21,191,365,447.8** affirmative votes casted by the attendees.

### **Agenda Item: 3**

The Annual Report of the Board of Directors, the 2009 Report of Board of Auditors and the 2009 Independent Auditor's Report, are read and the Coca-Cola İçecek's Code of Ethics is submitted for the General Assembly's information.

**Attendees representing a total of 1.384.852.900 shares** (SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 126,300 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 347,700 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 8,310,000 shares, PUBLIC EMPLOYEE RETIREMENT SYSTEM representing 22,050,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, BBH MASTER TRUST BANK OF JAPAN LTD RE MTB representing 2,260,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 6,934,700 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND representing 412,600 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, SSB RBKJ EMERGING MARKETS EQUITY TRUST 4 representing 446,400 shares, CAISSE DEDEPOT ET PLACEMENT DU QUEBEC representing 9,804,000 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,300,000 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 12,627,800 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A.INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS representing 24,916,500 shares, BGI

EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,089,500 shares, ISHARES MSCI TURKEY INVSETABLE MARKET INDEX FUND representing 39,499,100 shares, ISHARES MSCI ACWI EX US INDEX FUND representing 955,800 shares, EMERGING MARKETS STRATEGIC INSIGHTS NONLENDABLE FUND B representing 468,800 shares, EMERGING MARKETS INDEX NONLENDABLE FUND B representing 1,058,800 shares, CAPITAL INTERNATIONAL EMERGING MARKETS FUND representing 62,360,000 shares, EMERGING MARKETS GROWTH FUND INC representing 130,024,500 shares, CAPITAL GUARDIAN EMERGING MARKETS EQUITY FUND FOR TAX EXEMPT TRUSTS representing 668,500 shares, CAPITAL GUARDIAN EMERGING MARKETS COLLECTIVE TRUST FOR EMPLOYEE BENEFIT PLANS representing 8,094,100 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, CAPITAL GUARDIAN EMERGING MARKETS RESTRICTED EQUITY FUND representing 4,126,800 shares, COLLAGE RETIREMENT EQUITIES FUND representing 500,000 shares) **abstained**.

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

The Consolidated Balance Sheet and Profits and Loss Statements as of 31 December 2009, 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 **21,110,749,247.8 affirmative votes against 80,616,200 abstaining votes** (BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 12,627,800 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS representing 24,916,500 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,089,500 shares, ISHARES MSCI TURKEY INVSETABLE MARKET INDEX FUND representing 39,499,100 shares, ISHARES MSCI ACWI EX US INDEX FUND representing 955,800 shares, EMERGING MARKETS STRATEGIC INSIGHTS NONLENDABLE FUND B representing 468,800 shares, EMERGING MARKETS INDEX NONLENDABLE FUND B representing 1,058,800 shares).

#### **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 2009 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 2009 is accepted by majority of votes with **21,188,905,747.8 affirmative against 2,459,700 negative votes** by **1199 HEALTH CARE EMPLOYEES PENSION FUND**.

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

The discharge of the Legal Auditors from liability for their acts in the year 2009 is accepted by majority of votes with **21,188,905,747.8 affirmative against 2,459,700 negative votes** by **1199 HEALTH CARE EMPLOYEES PENSION FUND**.

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

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 **21,161,000,247.8 affirmative votes against 30,365,200 abstaining votes** (**COMMON WEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM** representing 27,905,500 shares and **1199 HEALTH CARE EMPLOYEES PENSION FUND** representing 2,459,700 shares).

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

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 01.04.2010 and numbered 416 is read.

As a result of the voting held, the proposal is unanimously accepted as is and distribution of TL 50,000,000.- to the shareholders prorata to their shareholdings starting from May 26, 2010, after the deduction of legal obligations from the net profits for the fiscal year of 2009 amounting to TL 169,584,003.- and transfer of the remaining profit as extraordinary reserves are unanimously accepted with **21,191,365,447.8 affirmative votes**.

#### **Agenda Item: 9**

The Shareholders are informed about CCI's consolidated donations amounting to TL 4,500.000.-, made to foundations that are exempted from tax in 2009.

Attendees representing a **total of 1,384,852,900 shares** (SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 126,300 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 347,700 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 8,310,000 shares, PUBLIC EMPLOYEE RETIREMENT SYSTEM representing 22,050,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, BBH MASTER TRUST BANK OF JAPAN LTD RE MTB representing 2,260,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 6,934,700 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND representing 412,600 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, SSB RBKJ EMERGING MARKETS EQUITY TRUST 4 representing 446,400 shares, CAISSE DEDEPOT ET PLACEMENT DU QUEBEC representing 9,804,000 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,300,000 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 12,627,800 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A.INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS representing 24,916,500 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,089,500 shares, ISHARES MSCI TURKEY INVSETABLE MARKET INDEX FUND representing 39,499,100 shares, ISHARES MSCI ACWI EX US INDEX FUND representing 955,800 shares, EMERGING MARKETS STRATEGIC INSIGHTS NONLENDABLE FUND B representing 468,800 shares, EMERGING MARKETS INDEX NONLENDABLE FUND B representing 1,058,800 shares, CAPITAL INTERNATIONAL EMERGING MARKETS FUND representing 62,360,000 shares, EMERGING MARKETS GROWTH FUND INC representing 130,024,500 shares, CAPITAL GUARDIAN EMERGING MARKETS EQUITY FUND FOR TAX EXEMPT TRUSTS representing 668,500 shares, CAPITAL GUARDIAN EMERGING MARKETS COLLECTIVE TRUST FOR EMPLOYEE BENEFIT PLANS representing 8,094,100 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1,641,800 shares, CAPITAL GUARDIAN EMERGING MARKETS RESTRICTED EQUITY FUND representing 4,126,800 shares, COLLAGE RETIREMENT EQUITIES FUND representing 500,000 shares) **abstained**

#### **Agenda Item: 10**

It is resolved that a net annual remuneration of USD 71,500.- (seventy one thousand five hundred US Dollars) in the aggregate to John Paul Sechi, and USD 55,000.-USD (fifty five thousand US Dollars) to Gerard A. Reidy to be paid for their duties as independent "Members of the Board of Directors", on a monthly basis, for the period starting from 01.04.2010 to 31.03.2011, by majority of votes with **21,161,000,247.8 affirmative votes against 30,365,200 abstaining votes** (COMMON WEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM representing 27,905,500 shares and **1199 HEALTH CARE EMPLOYEES PENSION FUND** representing 2.459.700 shares).

#### **Agenda Item: 11**

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 **21,188,904,747.80 affirmative votes against 2,459,700 abstaining votes** by **1199 HEALTH CARE EMPLOYEES PENSION FUND**.

#### **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 31.03.2010 and numbered 410, to conduct an independent audit in the year 2010 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 **21,179,693,347.8 affirmative votes against 2,459,700 abstaining votes by 1199 HEALTH CARE EMPLOYEES PENSION FUND** and 9,212,400 **negative votes by FORTIS L FUND EQUITY TURKEY** representing shares.

#### **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 1,384,852,900 shares** (SBC AMERITECH UNION WELFARE BENEFIT TRUST representing 126,300 shares, WEST VIRGINIA INVESTMENT MANAGEMENT BOARD representing 347,700 shares, CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND representing 8,310,000 shares, PUBLIC EMPLOYEE RETIREMENT SYSTEM representing 22,050,000 shares, GENESIS SMALLER COMPANIES SICAV representing 1,034,244,400 shares, BBH MASTER TRUST BANK OF JAPAN LTD RE MTB representing 2,260,800 shares, MONETARY AUTHORITY OF SINGAPORE representing 6,934,700 shares, GOLDMAN SACHS AND CO PROFIT SHARING MASTER TRUST representing 5,082,000 shares, JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND representing 412,600 shares, JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B representing 502,000 shares, SSB RBKJ EMERGING MARKETS EQUITY TRUST 4 representing 446,400 shares, CAISSE DEDEPOT ET PLACEMENT DU QUEBEC representing 9,804,000 shares, EMERGING MARKETS EQUITY TRUST 3 representing 6,300,000 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. representing 12,627,800 shares, BLACKROCK INSTITUTIONAL TRUST COMPANY N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS representing 24,916,500 shares, BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD representing 1,089,500 shares, ISHARES MSCI TURKEY INVESTABLE MARKET INDEX FUND representing 39,499,100 shares, ISHARES MSCI ACWI EX US INDEX FUND representing 955,800 shares, EMERGING MARKETS STRATEGIC INSIGHTS NONLENDABLE FUND B representing 468,800 shares, EMERGING MARKETS INDEX NONLENDABLE FUND B representing 1,058,800 shares, CAPITAL INTERNATIONAL EMERGING MARKETS FUND representing 62,360,000 shares, EMERGING MARKETS GROWTH FUND INC representing 130,024,500 shares, CAPITAL GUARDIAN EMERGING MARKETS EQUITY FUND FOR TAX EXEMPT TRUSTS representing 668,500 shares, CAPITAL GUARDIAN EMERGING MARKETS COLLECTIVE TRUST FOR EMPLOYEE BENEFIT PLANS representing 8,094,100 shares, AUSTRALIAN REWARD INVESTMENT ALLIANCE representing 1.641.800 shares, CAPITAL GUARDIAN EMERGING MARKETS RESTRICTED EQUITY FUND representing 4.126.800 shares, COLLAGE RETIREMENT EQUITIES FUND representing 500.000 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 25.03.2010 numbered 2981, and the permission of Ministry of Industry and Commerce dated 25.03.2010 numbered B.14.O.İTG.0.10.00.01/351.02-39982-40144-1726, 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 **21,188,905,747,8 affirmative votes against 2,459,700 abstaining votes by 1199 HEALTH CARE EMPLOYEES PENSION FUND**.

#### **Agenda Item: 15**

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

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**