

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
COCA-COLA İÇECEK ANONİM ŞİRKETİ
HELD ON 29.06.2006 AT 14:00 HOURS AT ESENŞEHİR MAHALLESİ, ERZİNCAN
CADESİ NO. 36 DUDULLU – ÜMRANIYE / İSTANBUL**

The Extraordinary General Assembly meeting of Coca-Cola İçecek Anonim Şirketi was held on 29.06.2006 at 14:00 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 as stipulated under the Law and the Articles of Association pursuant to Article 368 of the Turkish Commercial Code and also in a manner so as to contain the agenda 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 and was further notified to the holders of registered shares on 09.06.2006 by means of Yurtiçi Kargo. Since it was found out that out of a number of 24.958.977.000 shares corresponding to the capital of the company in the total amount of TRY 249.589.770.-, 19.184.346.205 shares were being represented in person and 2.885 by proxy and thus a total number of 19.184.349.088,8 shares were being represented in the meeting and therefore, the meeting quorum which was stipulated both under the Law and the Articles of Association, existed, it was proceeded with the opening of the meeting and negotiating upon the items on the agenda.

1. It was resolved by a majority of votes cast by the attendees, being a total of 19.183.526.303,8 affirmative votes against the abstaining votes of a total of 822.785 shares (49.239 of such shares held by GE Investment Group Trust, 179.266 by General Electric Pension Trust, 247.900 by Capital Guardian Emerging Markets Cellec Tr Empl Bene Pln, 103.080 by Capital Guardian Emerging Markets Equity Master Fund, 140.100 by Capital Guardian Emerging Markets Rest Equity Fund, 27.000 by Boston Safe Deposit and Trust Company Central States Southeast and Southwest Areas Pension Fund and 76.200 by Boston Safe Deposit and Trust Company WM Trust International Growth Fund) to elect Mr. N. Orhun Köstem as the Head of the Presidential Council, Ms. Zeynep Derman as the vote collecting officer and Ms. T. Duygu Duran as the clerk.
2. It was resolved by a majority of votes cast by the attendees, being the affirmative votes of a total of 19.183.803.936,8 shares against the abstaining votes of a total of 318.152 shares (89.647 of such shares held by Credit Agricole Investor Services Bank, 49.239 by GE Investment Group Trust, 179.266 by General Electric Pension Trust) and the negative votes of a total of 227.000 shares (200.000 of such shares held by Stichting Pensioenfonds ABP and 27.000 by Boston Safe Deposit and Trust Company Central States Southeast and Southwest Areas Pension Fund) to vest power with the Presidential Council to the sign the General Assembly meeting minutes.
3. It was resolved by a majority of votes cast by the attendees, being the affirmative votes of a total of 19.184.259.441,8 shares against the abstaining votes of a total of 89.647 shares (89.647 shares held by Credit Agricole Investor Services Bank) 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

Mine Leyla Martı
MINE LEYLA MARTI

TEKNİK TERCÜME BÜROSU
Oya Turizm Tic. ve Yat. Hizmetleri Ltd. Şti.
Büyükdere Cad. Rneş Kca. Sk.
Azin Kat. 5/1 Mecidiyeköy - İST
Teli: 211 88 10 211 88 12 Kva: 211 10
Zincirlikuyu V.D. 648 007 37

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.

4. It was unanimously resolved by the attendees to approve the election of John P. Sechi, who was elected as the Member of Board of Directors in the election held pursuant to Article 315 of the Turkish Commercial Code to such office which was vacated by the resignation of Mustafa Uysal pursuant to the resolution of Board of Directors dated 19.4.2006 number 126 and pay John P. Sechi a total remuneration of USD 35.000 net per month for the period 01.04.2006 - 31.03.2007.
5. It was resolved by a majority of votes cast by the attendees, being the affirmative votes of a total of 19.184.093.583,8 shares against the abstaining votes of a total of 255.505 shares (179.266 of such shares held by General Electric Pension Fund, 49.239 by GE Investment Group Trust and 27.000 shares by Boston Safe Deposit and Trust Company Central States Southeast and Southwest Areas Pension Fund) to approve the election of Mustafa Uysal, who was elected as the Auditor in the election held pursuant to Article 351 of the Turkish Commercial Code to such office which was vacated by the resignation of Elif Buluç pursuant to the resolution of the Board of Auditors dated 19.04.2006.
6. 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 by the Presidential Council.

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

Yemliha Şirin
-signed-

**VOTE COLLECTING OFFICER
Zeynep Derman**
-signed-

**HEAD OF THE
PRESIDENTIAL COUNCIL**

N. Orhun Köstem
-signed-

**CLERK
T. Duygu Duran**
-signed-

