

## PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

COCA-COLA İÇECEK A.Ş.

To the Chair of the General Assembly of Shareholders,

I hereby appoint \_\_\_\_\_ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Coca-Cola İçecek A.Ş. that will convene on April 15, 2014, at 11:00 at the address of Esenkent Mahallesi, Deniz Feneri Sk. No: 4 Ümraniye 34776, İstanbul.

The Attorney's(\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(\*): Foreign attorneys should submit the equivalent information mentioned above.

### A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening of the meeting and election of the Chairmanship Council,			
2. Reading, discussion and approval of the Annual Report prepared by the Board of Directors,			
3. Reading the summary of the Independent audit report,			
4. Reading, discussion and approval of our Company's Financial Tables for the year 2013 prepared in accordance with the regulations of Capital Markets Board,			
5. Release of each member of the Board of Directors from liability with regard to the 2013 activities and accounts of the Company,			
6. Approval of the Board of Directors' proposal on distribution of year 2013 profits,			
7. Approval of the Amendment to the Dividend Policy of the Company in accordance with Capital Markets Board legislation,			
8. Presentation to the General Assembly, Amendment to the Disclosure Policy of the Company in accordance with the Capital Markets Board legislation,			

<b>9. Election of the Board of Directors and determination of their term of office and fees,</b>			
<b>10. Approval of the appointment of the Independent Audit Firm, elected by the Board of Directors, in accordance with Turkish Commercial Code and Capital Markets Board regulations,</b>			
<b>11. Presentation to the General Assembly in accordance with the Capital Markets Board's regulation on donations made by the Company in 2013,</b>			
<b>12. Presentation to the General Assembly on any Guarantees, Pledges and Mortgages issued by the Company in favor of third persons for the year 2013, in accordance with the regulations laid down by the Capital Markets Board,</b>			
<b>13. Presentation to the General Assembly on Related Party Transactions in the year 2013 in accordance with the regulations laid down by the Capital Markets Board,</b>			
<b>14. According to the regulations laid down by the Capital Markets Board information to be given to the shareholders regarding the payments made to Board members and senior management within the scope of the "Compensation Policy",</b>			
<b>15. Presentation to the General Assembly, of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the of the Capital Markets Board,</b>			
<b>16. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code,</b>			
<b>17. Wishes and Closing.</b>			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

a) The attorney is authorized to vote according to his/her opinion.

b) The attorney is not authorized to vote in these matters.

c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

a) Order and Serial(\*)

b) Number / Group (\*\*)

c) Amount-Nominal Value

d) Share with voting power or not

e) Bearer-Registered(\*)

f) Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System)

Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.