



COCA-COLA İÇECEK A.Ş.

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Coca-Cola İçecek A.Ş.

Board of Directors Corporate Governance Committee

CHARTER

This Charter is accepted by the Board of Directors' meeting dated April 2, 2009 and 328 numbered decision.

Prepared by: Corporate Governance Committee	Controlled by: Legal & Finance Departments	Approval: Board of Members
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COCA-COLA İÇECEK A.Ş.
BOARD OF DIRECTORS
CORPORATE GOVERNANCE COMMITTEE
CHARTER

I – GENERAL PRINCIPLES

Mission

Article 1: The mission of Coca-Cola İçecek A.Ş.'s (CCI) Corporate Governance Committee is to identify potential areas of improvement and to make recommendations to the Board of Directors to ensure that CCI becomes a role model for corporate governance and the most trusted Company by its stakeholders. *(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.10)*

Article 2: The Corporate Governance Committee shall supervise the execution and the efficiency of the Corporate governance system of the Company in order to monitor the Company's compliance with the corporate governance principles and perform improvement studies and offer any possible suggestions to the Board, according to the given duty, authority and responsibilities given by the charter. *(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.10)*

Article 3: The Corporate Governance Committee's objective is to create a culture and a climate of consistency, responsibility, accountability, fairness, transparency, and effectiveness that is deployed throughout the organization.

Scope

Article 4: This charter organizes Coca-Cola İçecek A.Ş.'s Corporate Governance Committee's principles and operational framework.

**II – CORPORATE GOVERNANCE COMMITTEE'S
COMPOSITION AND APPLICATION PRINCIPLES**

Composition

Article 5: The Corporate Governance Committee is composed of at least two members. It is composed of two, both, if it is composed of more than two members, the majority of the Committee Members should be elected among the non-executive members of the Board. Experts who are not a Board member can also be appointed to the Committee. *(Ref: Corporate Governance*

Communiqué (II-17.1) Supplement Article 4.5.3)

Head of Investor Relations should be a member of the Corporate Governance Committee. ***(Ref: Corporate Governance Communiqué (II-17.1) Article 11-2)***

Article 6: Corporate Governance Committee members select a chairman among them. Chairman of the committee should be elected among independent members of the Board of Directors. ***(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.3)***

Application Principles

Article 7: The Corporate Governance Committee shall convene at least four times per annum. ***(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.8)***

Article 8: Members of the Corporate Governance Committee can hold meetings through telephone or other communication devices among themselves.

Article 9: The Corporate Governance Committee makes decisions through a majority vote. In the case of an equality of votes on any issue, the Chair shall have the casting vote.

Article 10: The Corporate Governance Committee, when necessary, should be entitled to meet any executives from senior management of the Company and from relevant third parties.

Article 11: The Board of Directors shall provide all necessary resources and support to the Corporate Governance Committee for its duties to be performed. ***(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.6)*** The committee secretariat benefits from companies resources according to its needs. The Corporate Governance Committee' spending is budgeted and presented to the approval of the Board of Directors.

Article 12: The Committee should keep record of all their work in a documented manner. The Corporate Governance Committee's written meeting minutes and decisions should be maintained by the secretariat. ***(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.8)*** The formal approval of the meeting minutes of the Committee is obtained in the following meeting.

Article 13: After the committee meeting, the Chairman of the Committee should deliver a report about the activities of the committee to the Board of Directors and should deliver or have the summary of the minutes of the meeting delivered to the Board in writing. ***(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.8)***

Article 14: The Board of Directors of the CCI appoints the Corporate Governance Committee Members at the first Board meeting following the General Assembly Meeting in which The Board of Directors are elected.

Duties of the Committee, charter and the members of the Committee is determined by the Board of Directors and published

on Public Disclosure Platform. (*Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.2*) The Corporate Governance Committee will serve until the next election of The Board of Directors.

Termination of the membership of any Corporate Governance Committee is at the discretion of the Board of Directors of CCI.

The Board of Directors of CCI appoints a new member for competing the term of office upon termination of the Committee membership, resignation or death of any committee member.

III – DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE COMMITTEE

Article 15: The Corporate Governance Committee desires to implement continuous improvement processes in the frame of both Capital Markets Board of Turkey and internationally accepted standards in order to have best practices within the Company.

Article 16: Determine whether or not corporate governance principles are being fully implemented by the Company, if not, the reason thereof, and state any conflict of interests arising as a result of imperfect implementation of these principles, and present remedial principles to the Board of Directors, is the responsibility of the Committee. (*Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.10*)

Article 17: The Corporate Governance Committee should set the standards for all disclosures and basic principles of the investor relations, and review the benchmarks and adherence to these standards on an annual basis, make necessary recommendations to the Board of Directors of the CCI. (*Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.10*)

Article 18: The Corporate Governance Committee constitutes a transparent system for determination, evaluation, training and rewarding of candidates eligible for the Board of Directors and determines policies and strategies in this respect.

Article 19: The Corporate Governance Committee recommends suggestions regarding the number of Board members and executives

Article 20: Ensuring that such a system with regards to the principles and practices regarding the evaluation of performances of Board Members and executives, career planning and rewarding of the same is implemented, and reviewing and making recommendations on such system are among the responsibilities of the Committee.

Article 21: The Corporate Governance Committee prepares and presents to the Board of Directors an annual assessment report, which shall be included in the annual reports, for working principles including its members, frequency of the sessions and executed activities, in order to provide a basis for board's evaluations of its

effectiveness. *(Ref: Corporate Governance Communiqué (II-17.1) Article 2.2.b)*

Article 22:

Until the establishment of the Nomination Committee and the Remuneration Committee, the Corporate Governance Committee exercises the functions of these committees. *(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.1)*

Concerning the Establishment of the Policies

Article 23: Board member orientation is the responsibility of the Committee. The Corporate Governance Committee should only be established once the restructuring of the new Board of Directors is completed.

Article 24: The Corporate Governance Committee should approve and release CCI's disclosure policy.

Article 25: CCI's Corporate Governance Compliance Report should be approved by the Committee and then submitted to the Board's approval.

Other Responsibilities

Article 26: The Corporate Governance Committee should evaluate and resolve any issues including the issues authorized by the Board of Directors, related to corporate governance.

IV – OTHER CONDITIONS

Responsibilities Due to Law and Regulations

Article 27: The Corporate Governance Committee makes recommendations to the Board of Directors and such recommendations do not eliminate responsibilities and duties of the Board of Directors that derives from Turkish Commercial Code.

Benefiting from Expert Opinion

Article 28: The Corporate Governance Committee is entitled to obtain opinions of the independent experts, as it deems necessary regarding its operations. The respective fees for consulting services as required by the Corporate Governance Committee should be reimbursed by the Company. If such a consultancy service is taken by the Company, information about the consultant and any relationship with the Company if exists, should be disclosed in the annual report. *(Ref: Corporate Governance Communiqué (II-17.1) Supplement Article 4.5.7)*

Amendment of the Charter

Article 29: This charter of the Corporate Governance Committee and further changes to this charter shall be effective with the approval of Board of Directors and disclosed in the public disclosure platform.

Enforcement

Article 30: “The Corporate Governance Committee Working Plan” including working principles of the Corporate Governance Committee is the part of this charter.

This charter is approved by the Coca-Cola İçecek A.Ş.’ Board of Directors April 2, 2009 dated and 328 numbered decision and put into effect as of April 2, 2009.