



COCA-COLA İÇECEK A.Ş.

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Coca-Cola İçecek A.Ş.

Board of Directors Risk Detection Committee

CHARTER

This Charter is accepted by the Board of Directors' meeting dated June 29, 2012 and 548 numbered decision.

Prepared by: Risk Detection Committee	Controlled by: Enterprise Risk Management and Legal Departments	Approval: Board of Members
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COCA-COLA İÇECEK A.Ş.
BOARD OF DIRECTORS
RISK DETECTION COMMITTEE
CHARTER

I – GENERAL PRINCIPLES

Mission

Article 1: The mission of Coca-Cola İçecek’s (CCI) Risk Detection Committee is to work on early determination of risks that will endanger the presence, growing, continue of the company and to work on the application of due precautions regarding the determined risks and works for the aim to manage the risk. *(Ref: Principle number 4.5.12 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1 and Article 378 of the Turkish Commercial Code)*

Article 2: The mission and operating principles of Risk Detection Committee is determined under the arrangements, terms and principles of Capital Market Legislation, *Turkish Commercial Code* company’s Article of Association and Capital Market Board’s “Corporate Governance Principles”

Scope

Article 3: This charter organizes CCI’s Risk Detection Committee’s principles and operational framework.

II – RISK DETECTION COMMITTEE’S COMPOSITION AND APPLICATION PRINCIPLES

Composition

Article 4: The Risk Detection Committee is composed of at least two members of the Board of Directors. If the Risk Detection consists of only 2 members, both of them shall hold non-executive positions. If there are more than two members in a committee, the majority of its members should be non-executive members. Chairman of the committee should be selected among independent members of the Board of Directors. If necessary, experts who are not a Board member can also be appointed to the committee *(Ref: Principle number 4.5.3 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Article 5: The CEO or the General Manager cannot assume any position in the Committee. *(Ref: Principle number 4.5.4 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Application Principles

Article 6: The Risk Detection Committee shall convene as often as deemed necessary for the effectiveness of the work, at least two times per annum.

Article 7: Members of the Risk Detection Committee can hold meetings through telephone or other communication devices among themselves.

Article 8: The Risk Detection Committee makes decisions through a majority vote.

Article 9: The Risk Detection Committee, when necessary, should be entitled to meet any executives from senior management of the company and from relevant third parties.

Article 10: The Board of Directors shall provide all necessary resources and support to the Risk Detection Committee for its duties to be performed. *(Ref: Principle number 4.5.6 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)* The committee secretariat benefits from companies resources according to its needs. The Risk Detection Committee' spending is budgeted and presented to the approval of the Board of Directors.

Article 11: The Committee should keep record of all their work in a documented manner. The Risk Detection Committee's written meeting minutes and decisions should be maintained by the secretariat. Meeting minutes should include at least information about the meeting place and time, agenda, the discussed topics on meeting and taken decisions.

Article 12: 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: Principle number 4.5.8 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Article 13: The Board of Directors of the CCI appoints the Risk Detection Committee Members at the first Board meeting following the General Assembly Meeting in which The Board of Directors are elected.

The Risk Detection Committee will serve until the next election of The Board of Directors.

Termination of the membership of any Risk Detection 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 RISK DETECTION COMMITTEE

Article 14: The Risk Detection Committee works on early determination of risks that will endanger the presence, growing, continue of the company and works on the application of due precautions regarding the strategic, operational, financial, legal and all other kinds of risks and works for the aim to manage the risk. *(Ref: Principle number 4.5.12 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1 and Article 378 of the Turkish Commercial Code)*

Meeting

Article 15: The Risk Detection Committee gathers as often as it is required for the efficiency of works. *(Ref: Principle number 4.5.8 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Article 16: The Risk Detection Committee may invite necessary people to their meetings and ask for their opinion. The 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 Risk Detection Committee should be reimbursed by the company. *(Principle numbers 4.5.6 and 4.5.7 of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Report

Article 17: The Risk Detection Committee, evaluates the situation, indicates the dangers, if any and solutions in the report, which will give to the Board of Directors every two months. The Committee also sends report to the auditor. *(Ref: Article 378 of the Turkish Commercial Code)*

Article 18: The Risk Detection Committee, creates internal control systems including risk management, systems and process of information that will minimize the effects of risks which might affect the stakeholders, particularly the shareholders, of the company and presents its opinion to the Board of Directors. *(Ref: Principle number 4.2.3 of the CMB Communiqué Concerning Governance Principles No: II-17.1)*

Article 19: The Risk Detection 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: Principle number 2.2.2.b of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

Article 20: The Risk Detection Committee scrutinizes the systems of risk management at least once in a year. *(Ref: Principle number 4.5.12. of the CMB Communiqué Concerning Corporate Governance Principles No: II-17.1)*

IV – OTHER CONDITIONS

Responsibilities Due to Law and Regulations

Article 21: The Risk Detection 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. (**Ref: Principle number 25 Paragraph 9 of the CMB Communiqué Series:X No:22**)

Article 22: This charter can be changed by the Board of Directors' resolution.

Operative Effect

Article 23: This charter is approved by the Coca-Cola İçecek A.Ş.' Board of Directors June 29, 2012 dated and 548 numbered decision and put into effect as of June 29, 2012.