

Anadolu Efes Biracılık ve Malt Sanayii A.Ş. Internal Directive on Working Principles and Procedures of the General Assembly

PART ONE Purpose, Scope, Basis and Definitions

Purpose and Scope

ARTICLE 1- (1) The purpose of this Internal Directive is to establish the working principles and procedures of the General Assembly of Anadolu Efes Biracılık ve Malt Sanayi Anonim Şirketi in accordance with the provisions of the Law, the relevant legislation and the Articles of Association. This Internal Directive embodies all ordinary and extraordinary General Assembly meetings of Anadolu Efes Biracılık ve Malt Sanayi Anonim Şirketi.

Basis

ARTICLE 2- (1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the Regulation on the Working Principles and Procedures of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending Such Meetings.

Definitions

ARTICLE 3- (1) The terms in this Internal Directive shall mean;

- a) Assembly: One-day meeting of the General Assembly,
- b) Law: the Turkish Commercial Code no 6102 dated 13/1/2011,
- c) Session: Each part of an assembly interrupted due to a break, lunch and such similar occasions during the assembly,
- d) Meeting: Ordinary and Extraordinary General Assembly meetings,
- e) Chairmanship Council: the Board constituted by the meeting chairman appointed by the General Assembly to chair the meeting, vice chairman appointed by the General Assembly when necessary, the minute clerk designated by the chairman to write down the meeting minutes, and a vote collector, if deemed necessary by the meeting chairman, in accordance with the first clause of Article 419 of the Law.

PART TWO Working Principles and Procedures of the General Assembly

Applicable provisions

ARTICLE 4 – (1) The meeting shall be held in accordance with the General Assembly-related provisions of the Law, appropriate legislation and the Articles of Association.

Entrance to the venue of the meeting and preparations

ARTICLE 5 – (1) Shareholders listed in the list of attendants prepared by the Board of Directors or the proxies of these shareholders, members of the Board of Directors, the auditor, Ministerial representative, individuals to be elected or assigned to the chairmanship council, and other guests deemed necessary and appropriate by the Company's management, may enter in the venue of the meeting.

(2) At the entrance of the meeting venue, real person shareholders as well as proxies appointed by the electronic General Assembly system that has been set up pursuant to Article 1527 of the Law should prove their identity, the proxies to the real person shareholders should show their identities as well as their representation certificates, whereas the proxies to the legal person shareholders should show their certificates of authorization and sign on the respective name box shown on the list of attendants. Such checks shall be undertaken by the Board of Directors, or one or more Board Members assigned by the Board of Directors, or by third persons assigned by the Board of Directors.

(3) Duties for setting up the meeting venue to accommodate all shareholders, and for on-site provision of the stationery, documents and equipment to be required during the meeting, shall be fulfilled by the Board of Directors. If the meeting will be recorded in visual and audible form, this issue shall be communicated to the attendants of the meeting.

Opening the meeting

ARTICLE 6 – (1) The meeting to be held at the jurisdiction where the Company's head office is situated, or at a location deemed appropriate by the Board of Directors at the preliminarily announced time (*provisions set out in Article 416 of the Law for holding meetings without call are reserved*), shall be opened once the Chairman of the Board, or Vice Chairman or any member of the Board confirms through a written record that the quorum stipulated in Articles 418 of 421 of the Law have been met.

Constituting the chairmanship council

ARTICLE 7- (1) Pursuant to Article 6 of this Internal Directive, a chairman and a vice chairman if deemed necessary, who shall not necessarily be a shareholder, responsible for managing the General Assembly, shall be elected primarily among the candidates proposed under the management of the individual opening the meeting.

(2) The Chairman shall appoint minimum one minute clerk and sufficient number of vote collectors where necessary. Where electronic attendance to the General Assembly meeting is allowed pursuant to Article 1527 of the Law, the meeting chairman may appoint specialists for the fulfilment of technical procedures during the meeting in this respect.

(3) The presidency council is empowered to sign the meeting minutes and other papers constituting basis to such minutes.

(4) While chairing the General Assembly meeting, the meeting chairman shall act in accordance with the Law, Articles of Association and provisions of this Internal Directive.

Duties and authorities of the chairmanship council

ARTICLE 8 – (1) The chairmanship council fulfils the following duties under the management of the chairman:

a) Examining whether the meeting is being held at the location specified in the announcement, and whether the meeting venue is consistent with that specified in the Articles of Association, if any.

b) Investigating whether the General Assembly was called to the meeting in the manner laid down in the Articles of Association, whether the call was made through online announcement where the company has the obligation to launch a corporate

web site, whether such announcement was further published in the Turkish Trade Registry Gazette, whether such call was made at least three weeks prior to the date of meeting excluding the dates of the announcement and meeting, and *whether the relevant regulations of the Capital Markets Board(CMB) have been complied with*; filing the above findings in the meeting minutes; checking whether the newspapers where the date of the meeting, meeting agenda and the announcement for the meeting were or would be published, were communicated by registered and reply paid letter with shareholders listed in the share registry, or to other shareholders that have proved their shareholder status by submitting share certificates or other probative documents in advance further declaring their notice addresses; and filing the findings of this check in the meeting minutes.

c) Checking whether persons not authorized to enter to the meeting venue have attended the meeting, and whether the duties specified in the second clause of Article 5 of this Internal Directive relating to entry to the meeting venue have been fulfilled by the Board of Directors.

d) Where the General Assembly convenes without call pursuant to Article 416 of the Law, checking whether all shareholders or their proxies are present at the General Assembly, whether there are any objections to convention under these conditions, and whether meeting quorum is maintained until the end of the assembly.

e) Determining whether the articles of association containing the amendments, if any, the share registry, the annual report of the Board of Directors, audit reports, financial statements, meeting agenda, bill of amendment prepared by the Board in case the agenda involves any amendments to the articles of association, letter of consent obtained from the Ministry of Customs and Trade relating to the amendment to the Articles of Association complete with the enclosed bill of amendment, list of attendants prepared by the Board, where the General Assembly was called to meeting upon postponement, the bill of postponement for the previous meeting in case the General Assembly has been called for the meeting in pursuit of a postponement and other essential documents relating to the assembly are fully present at the meeting venue; and filing the above findings in the meeting minutes.

f) Effecting the ID check, upon a particular objection or requirement, of individuals attending the General Assembly principally by way of signing the list of attendants, or otherwise by proxy, and verifying the accuracy of proxy documents.

g) Determining whether the managing directors and minimum one member of the Board, as well as the auditor are present at the meeting, and writing down the finding in the meeting minutes.

h) Managing the General Assembly's activities pursuant to the agenda, avoiding the exceeding of the scope of the agenda except for exclusions specified in the Law, securing that the meeting is held in an organized manner, and taking necessary measures in this respect.

i) Opening and closing the assemblies and sessions, and closing the meeting.

j) Announcing or arranging the announcement of the resolutions, drafts, minutes, reports, proposals and other similar documents relating to the matters negotiated in the General Assembly, and giving floor to any attendant intending to make a speech at the assembly regarding these.

k) Organizing voting for resolutions that will be passed by the General Assembly, and announcing the voting results.

l) Monitoring whether the minimum quorum requirement for the meeting is maintained at the beginning, during the flow and at the end of the meeting, and whether resolutions have been passed in conformity with the quorums prescribed by the Law and the Articles of Association.

m) Announcing disclosures made by the representatives pursuant to Article 428 of the Law in the General Assembly. (*Provisions set out in the Capital Markets Law in this respect are reserved.*)

n) Ensuring that individuals stripped of the voting right pursuant to Article 436 of the Law do not cast a vote for resolutions specified in the said article, and enforcing any and all limitations introduced by the Law and the Articles of Association to the voting right and priority voting.

o) Postponing, without the need to obtain the specific resolution of the General Assembly, the negotiation of financial statements and associated matters, as triggered by the demand of the shareholders holding *one twentieth* of the share capital, to the meeting scheduled one month later.

p) Ensuring that minutes of General Assembly are prepared, filing objections in minutes, signing the resolutions and minutes, clearly writing down both affirmative and negative votes relating to the resolutions passed at the meeting in the minutes without causing any hesitation.

r) Submitting with a written record of the meeting minutes, Board's annual report, audit reports, financial statements, list of attendants, agenda, proposals, ballots and minutes of elections, if any, and all documents relating to the meeting to one of the Directors attending at the end of the meeting.

Formalities prior to proceeding with agenda negotiations

ARTICLE 9 – (1) The assembly chairman shall announce the meeting agenda or make it announced towards the General Assembly. The Chairman asks whether there are any proposals for amendment regarding the sequence of discussion of agenda items. If there are any amendment proposals, the latter shall be put to the vote of the General Assembly. The sequence of the discussion of agenda items may be changed by majority of votes present at the meeting.

Discussing the agenda and agenda items

ARTICLE 10 – (1) The General Assembly agenda should contain the following items:

a) Opening and establishing the chairmanship council for the meeting.

b) Discussion of Board's annual report as well as audit reports and financial statements.

c) Discharge of the Board of Directors.

d) Election of Board members whose terms of office have expired and election of the auditor.

e) Determining the remuneration, attendance fee, bonus, premium and such other rights of the Board members.

f) Determining the way of utilization and distribution of the profit, and ratios of dividends.

- g) Discussing amendments to the Articles of Association, if any.
- h) Other matters deemed necessary.

(2) Other subjects of matter that are deemed necessary should be written on the agenda. An agenda item such as "other subjects that will be deemed necessary" cannot be set without determining the subject to be discussed and including it on the agenda.

(3) All items that are under the authority of the General Assembly by Law and that constitute the agenda of Extraordinary General Assembly, can be included on the agenda of the Ordinary General Assembly.

(4) Items that are timely requested by the minorities should be included in the agenda by the Board of Directors.

(5) The agenda of the Extraordinary General Assembly meeting is constituted by reasons requiring the meeting.

(6) Except for the exclusions indicated below, matters not involved in the meeting agenda may not be discussed and resolved:

- a) In case all shareholders are present at the General Assembly, the agenda may unanimously be extended with extra items.
 - b) Pursuant to Article 438 of the Law, a shareholder's demand for special audit shall be resolved by the General Assembly, whether it is involved in the agenda or not.
 - c) Dismissal and re-election of Board members are deemed to be associated with the item relating to the discussion of year-end financial statements, and shall directly be discussed and resolved upon demand, whether the agenda involves a specific item thereof or not.
 - d) Even no specific item is involved in the agenda, in the event of justified reasons such as fraud, incapacity, violation of the liability of loyalty, difficulty in satisfying the assigned duty due to membership with various companies, conflict, and misuse of influence, dismissal and re-election of Directors shall be included into the agenda through majority vote of shareholders that are present at the General Assembly.
- (7) The agenda item discussed and finally resolved at the General Assembly may not be discussed and resolved again unless existing attendants of the General Assembly unanimously resolve otherwise.
- (8) Items that are requested to be discussed at the General Assembly by the Ministry upon an audit or for any other reason shall be involved into the agenda.
- (9) The agenda shall be built by the entities calling the General Assembly to convention.

Taking floor at the meeting

ARTICLE 11 – (1) Shareholders or other attendants with the intent to take the floor on any agenda item that is currently being discussed may communicate such intent to the chairman of the assembly. The chairmanship council relays to the General Assembly the individuals that shall take the floor, and shall give floor to such individuals in the order of application. In case the individual taking his/her turn is not

present at the meeting venue, he/she shall be deemed to have waived from his/her right to have the floor. Speeches shall be delivered towards the General Assembly from the speech platform designated for this purpose. The individuals may change the order of speech among themselves. Where the period granted for making a speech is limited, an individual taking his/her turn and making the speech may continue his/her speech only if the next immediate speaker assigns his/her speech time to such individual. The speech should be completed within the speech time so extended. The speech time may not otherwise be extended.

(2) The chairman of the assembly may give floor to any Board member and auditor wishing to make a disclosure on the agenda items discussed, regardless of the sequence of speech determined.

(3) The speech time is designated by the General Assembly upon the proposal of the chairman or shareholders on the basis of the busyness of the agenda, the multitude and significance of the items that are required to be discussed, as well as the number of individuals wishing to take the floor. In such cases, the General Assembly shall decide through separate voting whether the speech time should be limited and then what time should be allocated for making a speech.

(4) Principles and procedures specified in Article 1527 of the Law on the transmission of opinions and suggestions by shareholders or their proxies attending the General Assembly online shall be applied.

Voting and voting procedure

ARTICLE 12 – (1) Prior to the voting, the chairman of the assembly shall announce towards the General Assembly the agenda item to be voted. If a draft resolution is to be voted, the voting is proceeded only after this is recorded in writing and announced. Once the start of voting is announced, attendants may ask for the floor only about the procedure. Meanwhile, if there are any shareholders who asked for the floor, yet were omitted, they shall exercise their rights to take the floor subject to reminder that should be confirmed by the Chairman. No floor shall be given once voting has started.

(2) Votes relating to the items that are discussed during the meeting shall be cast by raising hands, standing up or individual declaration of the positive or negative verbal vote. Such votes shall be counted by the chairmanship council of the assembly. When and if necessary, the chairmanship council may assign sufficient number of individuals to facilitate to the vote-counting process. Individuals failing to raise hands, stand up or otherwise declare their vote shall be deemed to have cast a "negative" vote against the resolution currently voted.

(3) Principles and procedures specified in Article 1527 and appropriate clauses thereunder the Law on casting of votes by shareholders or their proxies attending the General Assembly online shall be applied.

Issuance of meeting minutes

ARTICLE 13 – (1) The chairman to the assembly shall sign the list of attendants that involves the shareholders or their proxies, shares held thereby as well as groups, quantity and nominal values of such shares. Summarized questions and respective answers provided in the General Assembly as well as the number of affirmative and negative votes cast for each resolution shall clearly be shown in meeting minutes as a requirement of compliance with procedures set forth in the Law and the relevant legislation.

(2) The meeting minutes for the General Assembly shall be prepared at the meeting venue and during the meeting via a typewriter, computer or legible ink print. Where it is intended to write minutes on the computer, a printer allowing taking printouts should be available at the meeting venue.

(3) The minutes shall be prepared in minimum two copies, and each page of the minutes shall be co-signed by the chairmanship council of the assembly and the Ministerial representative.

(4) The trade name of the Company, date and venue of the meeting, total nominal value of the Company's shares and total number of shares, actual number of shares represented at the meeting principally or by proxy, name and surname of the Ministerial representative, date and number of the letter of assignment for such representative, the way the invitation was made where the meeting is accompanied by a specific call to convention, and whether the meeting is held without notice should be specified in the minutes.

(5) Number of votes on the resolutions passed at the meeting shall clearly be specified in figures and words on the meeting minutes.

(6) Names, surnames and reasons for opposition of individuals casting negative vote on the resolution and intending to file such opposition in the meeting minutes shall be indicated in the latter.

(7) In case the reason of opposition is submitted in writing, such letter shall be supplemented to the meeting minutes. The minutes shall contain the name and surname of the shareholder or his/her proxy, accompanied with a note that the letter of opposition is enclosed. The letter of opposition supplemented to the meeting minutes shall be co-signed by the chairmanship council of the assembly and the Ministerial representative.

Post-meeting procedures

ARTICLE 14- (1) After the meeting, the chairman of the assembly shall submit one copy of the meeting minutes and all other documents relating to the General Assembly to one of the Board members attending the meeting. Such condition shall be filed under a separate record to be prepared between the parties.

(2) The Board of Directors shall be liable to immediately submit one copy of the notary-certified copy of the meeting minutes to the Trade Registry Office, and further arrange for the registration and announcement of the matters within the minutes that are subject to registration and announcement.

(3) The minutes shall also be posted on the Company's corporate web site immediately.

(4) The chairman of the assembly shall also submit one copy of the list of attendants, agenda and the minutes of the General Assembly meeting to the Ministerial representative.

Electronic attendance to the meeting

ARTICLE 15- (1) Procedures to be effected by the Board of Directors and the chairmanship council of the assembly shall be satisfied in observance of Article 1527 of the Law and the relevant legislation.

CHAPTER THREE

Miscellaneous

Attendance of the Ministerial representative, and documents relating to the General Assembly meeting

ARTICLE 16 – (1) Request for the presence of a Ministerial representative at the meeting, and duties and authorities of such representative shall be governed by the provisions of the Regulation on the Working Principles and Procedures of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade Attending Such Meetings.

(2) In the issuance of the list of individuals eligible to attend the General Assembly, and the list of attendants, and in the issuance of representation certificates to be used at the General Assembly and the meeting minutes, the provisions of the Regulation referred in the first clause should be complied with.

Matters not covered by the Internal Directive

ARTICLE 17 – (1) In case a condition not covered by this Internal Directive is experienced during the meeting, the General Assembly's resolution shall be complied with.

Adoption of and amendments to the Internal Directive

ARTICLE 18 – (1) The hereby Internal Directive shall be put into force, registered and announced by the Board of Directors following the approval of the General Assembly of Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi. Amendments to the Internal Directive shall be subject to the same procedure.

Effective

ARTICLE 19 – (1) The hereby Internal Directive has been adopted at the General Assembly meeting of Anadolu Efes Biracılık ve Malt Sanayi Anonim Şirketi, held on 21 May 2013, and shall become effective on the date of announcement in the Turkish Trade Registry Gazette.