

# ANADOLU EFES BİRACILIK VE MALT SAN. A.Ş. GENERAL ASSEMBLY INFORMATION DOCUMENT

In its meeting dated 31.03.2017, our Board of Directors resolved with unanimous decision of the attendees that based on the Company's 2016 calendar year operations, the Annual Ordinary General Assembly is to be held on **27.04.2017** Thursday at **14:00** at the address "**Dudullu OSB Deniz Feneri Sokak No:4 Ümraniye/İstanbul**" with the agenda set forth below, the related announcement is to be made and all the necessary steps to be taken as required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to conduct and finalize the meeting.

Press adverts for the invitation to our shareholders will be published on 04.04.2017 in the Dünya newspaper and on 04.04.2017 in the Turkish Trade Registry Gazette.

Balance Sheet, Income Statement, Annual Report including Corporate Governance Compliance Report, Dividend Distribution Proposal, as well as Independent External Auditors' report for the year 2016 along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices and our website at [www.anadoluefes.com](http://www.anadoluefes.com) 21 days prior to the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company's website addressed [www.anadoluefes.com](http://www.anadoluefes.com) or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, our corporate website [www.anadoluefes.com](http://www.anadoluefes.com) or our head office for more information, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

In accordance with the Article 415 paragraph 4 of the Turkish Commercial Code Numbered 6102 and Article 30 paragraph 1 of the Capital Markets Law Numbered 6362, attendance to and voting at the General Assembly is not conditional upon the deposit of the shares. Therefore, if our shareholders would like to attend our General Assembly Meeting, there is no need to have their shares blocked.

## **ADDITIONAL EXPLANATIONS REGARDING GENERAL ASSEMBLY MEETING**

### **1. Shareholding Structure and Voting Rights**

There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold. The voting rights of the shareholders are provided in the table below:

#### **Anadolu Efes Biracılık ve Malt Sanayii A.Ş. Shareholding Structure (as of 03.04.2017)**

	<b>Amount (TL)</b>	<b>(%)</b>
<b>Yazıcılar Holding A.Ş. ("Yazıcılar Holding")</b>	139,786,634	23.61
<b>Özilhan Sınai Yatırım A.Ş. ("Özilhan Sınai")</b>	79,812,569	13.48
<b>Anadolu Endüstri Holding A.Ş. ("AEH")</b>	35,291,953	5.96
<b>SABMiller Harmony Ltd.</b>	142.105.263	24.00
<b>Publicly Held</b>	195,108,843	32.95
<b>Total Issued Capital</b>	<b>592,105,263</b>	<b>100.00</b>

### **2. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:**

While preparing the agenda of the 2016 Ordinary General Assembly Meeting which will be held on 27.04.2017, there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

### **3. Information about the Management and Operational Changes that Affected Our Company's or Subsidiaries' Operations in the past Fiscal Period and the Changes that are Planned in the Following Fiscal Periods and the Reasons on the back of These Changes**

Management and operational changes which have taken in 2016 and are planned to take place in 2017 are announced to public through special case announcements and are available on <http://www.anadoluefes.com/index.php?qdil=in&qsayfa=yi&qaltsayfa=hyi&qicsayfa=2&qislem=&gbilgi=>

**EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL  
ASSEMBLY MEETING DATED 27.04.2017**

**1. Opening of the meeting and establishment of the Board of the Assembly**

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

**2. Reading out and discussion of the annual report of the Board of Directors for the year 2016**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year ended 31.12.2016 will be read out and discussed in the General Assembly Meeting and submitted for the approval of our Shareholders.

The above mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

**3. Reading out the report of the Independent External Audit Company for the fiscal year 2016**

Pursuant to the relevant regulations, the report of the Independent External Audit Company for the fiscal year 2016 will be read in the General Assembly Meeting.

The report has been made available for review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

**4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2016 prepared in accordance with the regulations of CMB**

Pursuant to the relevant regulations, 2016 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

**5. Acquittal of the members of the Board of Directors separately regarding their actions in 2016**

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2016 will be submitted for the approval of the General Assembly.

**6. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits**

In its meeting held on March 2, 2017, our Board of Directors resolved to submit a cash dividend proposal of gross 0.245 TL (net 0.20825 TL) per each share with 1 TL nominal value realizing a 24.5% gross dividend distribution, calculated for the period January-December 2016, for the approval of the General Assembly. The total proposed cash dividend of 145,065,789.44 TL will be paid from the previous years' extraordinary reserves starting from May 29, 2017. The dividend distribution table prepared accordingly is presented below. There are no dividend privileges of any shares.

## DIVIDEND DISTRIBUTION TABLE (31.12.2016-TL)

ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş. 2016 Dividend Distribution Proposal (TL)			
1. Share Capital		592,105,263.00	
2.Total Legal Reserves (as per Statutory Records)		303,414,109.86	
Information Regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association			
		As per CMB	As per Statutory Records
3.	Profit Before Tax	22,223,782.00	-226,454,430.18
4.	Provision for Taxes (-)	93,019,000.00	0.00
5.	<b>Net Income (=)</b>	<b>-70,795,218.00</b>	<b>-226,454,430.18</b>
6.	Previous Years' Losses (-)		177,025,088.20
7.	*First Series of Legal Reserves (-)	0.00	0.00
8.	<b>NET DISTRIBUTABLE PROFIT (=)</b>	<b>-70,795,218.00</b>	<b>-403,479,518.38</b>
9.	Donations within the year (+)	3,663,293.38	
10.	Net Distributable Profit including the Donations	-67,131,924.62	
11.	First Dividend to Shareholders (5% of share capital)		
	- Cash Dividend		
	- Bonus Issue		
	- Total		
12.	Dividends to the holders of Preferred Shares		
13.	Dividends to		
	- Board Members		
	- Employees,		
	- Others		
14.	Dividends to the holders of Redeemed Shares		
15.	Second Dividend to Shareholders of Ordinary Share (see 20th row)		
16.	Second Series of Legal Reserves	14,506,578.94	
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES		
20.	Distributable Other Sources	145,065,789.44	145,065,789.44
	- Extraordinary Reserves	58,204,094.47	58,204,094.47
	- Other Reserves Distributable as per the Law and Articles of Association (from statutorily released portion of share issue premium accounts)	86,861,694.96	86,861,694.96

\*The secondary statutory reserves are set aside proportionally from extraordinary reserves and statutorily released portion of share issue premium accounts.

ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş.'NİN 2016 YILINA İLİŞKİN KÂR PAYI ORANLARI TABLOSU					
	SHARE GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL
		CASH (TL)	STOCK (TL)	AMOUNT (TL)	RATIO (%)
NET		123,305,921.02	-	-	0.20825

### 7. Approval of the appointment of Stuart Murray MACFARLANE who was elected as a member in Board of Directors with a Board Resolution in 2016

In its meeting held on 01.12.2016, our Board of Directors resolved to appoint Mr. Stuart Murray MACFARLANE as a member to the Board of Directors. The membership of Mr. Macfarlane will be submitted for the approval of the General Assembly.

### 8. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration,

Pursuant to the relevant regulations, the General Assembly will assign the members of the Board of Directors. According to the Corporate Governance Principles, four members in the Board of Directors of Anadolu Efes should be independent.

Nomination Committee examined all proposed candidates for independent Board of Directors membership, including management's and shareholders', whether they fulfill the independence criteria or not, prepared a report on this issue and submitted this report to the Board of Directors on February 14, 2017. As the law allows Corporate Governance Committee to fulfill the function

of Nomination Committee, the stated report was prepared by the Corporate Governance Committee. Each independent Board of Directors member candidate provided in a written declaration to the Corporate Governance Committee that he/she is independent within the framework of the legislation, articles of association and the criteria stated in the Corporate Governance Principles.

Board of Directors decided to elect Mr. Ahmet Cemal Dördüncü, Mr. Kamil Ömer Bozer, Mr. Mehmet Mete Başol and Mr. İzzet Karaca as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 23, 2017 to take the opinion of CMB. According to CMB's written response dated March 3, 2017, there is no objection received from CMB regarding the independent member candidates.

Consequently, the final list of independent members and their CV's are made public via the information document together with the invitation to the General Assembly Meeting announcement. The CV's of the proposed new members to the Board of Directors are available in APPENDIX-2. In addition, the remuneration of the Board of Directors will also be determined in the General Assembly pursuant to the regulations of the Turkish Commercial Code, by-laws and the Company's Articles of Association. Statements of Independent Status of the candidates for independent Board membership are also available in APPENDIX-3.

#### **9. Selection of the audit company for the audit of the financial statements and reports for the year 2017 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362**

In accordance with the CMB communiqué regarding the "Standards of External Independent Audit", the Board of Directors resolved to select DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) as the independent auditor firm for the fiscal year 2017, in line with the opinion of the Audit Committee. This decision by the Board of Directors will be submitted for the approval of the General Assembly.

#### **10. Informing the shareholders on the donations made by the Company in 2016 in accordance with the regulations laid down by the Capital Markets Board**

In accordance with the relevant regulations, the General Assembly must be informed about the donations made within the year. The article in question is not related to the approval of the General Assembly and is intended only for information purposes since donation limits are included in the Articles of Association of the Company. Our company has donated a consolidated amount of TL3.663.293,38 in 2016, including the donations to the Anadolu Education and Welfare Foundation.

#### **11. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by granting collaterals, pledges and mortgages in favor of third persons**

Informing the General Assembly on any income and benefits obtained by the Company granting collaterals, pledges and mortgages in favor of third persons.

#### **12. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board**

According to the Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board; "In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the

corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting.” The General Assembly will be informed that no such transaction took place in 2016.

### **13. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code**

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled “Prohibition of Transactions and Borrowing with Company” and Article 396, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

### **14. Petitions and requests**

## **APPENDIX-1**

### **PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING**

#### **ANADOLU EFES BİRACILIK VE MALT SANAYİİ 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 Anadolu Efes Biracılık ve Malt Sanayii A.Ş. that will convene on April 27, 2017 Thursday, at 14:00 at the address “Dudullu OSB, 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:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) 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.**

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Opening of the meeting and establishment of the Board of the Assembly			
2. Reading out and discussion of the annual report of the Board of Directors for the year 2016			
3. Reading out the report of the Independent External Audit Company for the fiscal year 2016			
4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2016 prepared in accordance with the regulations of CMB			
5. Acquittal of the members of the Board of Directors separately regarding their actions in 2016			
6. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits			
7. Approval of the appointment of Stuart Murray MACFARLANE who was elected as a member in Board of Directors with a Board Resolution in 2016			
8. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration			
9. Selection of the audit company for the audit of the financial statements and reports for the year 2017 in accordance with the Turkish			

Commercial Code numbered 6102 and Capital Markets Law numbered 6362			
10. Informing the shareholders on the donations made by the Company in 2016 in accordance with the regulations laid down by the Capital Markets Board			
11. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by granting collaterals, pledges and mortgages in favor of third persons			
12. Informing 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 Capital Markets Board			
13. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code			
14. Petitions and requests			

(\*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:
- ç) Share with voting power or not:
- d) Bearer-Registered:\*
- e) 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.

SIGNATURE



## **APPENDIX-2:**

### **Tuncay Özilhan**

*Board Member Candidate*

Tuncay Özilhan was born in Kayseri in 1947. Mr. Özilhan studied at Saint-Joseph High School then graduated from the Faculty of Economics at İstanbul University. He has received his MBA degree from Long Island University in the United States. He has undertaken responsibilities such as General Director of Erciyas Brewery, Coordinator of the Beer Group and General Coordinator of the Anadolu Group.

Mr. Özilhan was appointed as the CEO of the Anadolu Group in 1984 and he has been Chairman of the Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies. Mr. Özilhan served as TÜSİAD (Turkish Industrialists' and Businessmen's Association)'s Chairman from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include: Member of the Board and Chairman of the Turkish – Russian Business Council at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of the Anadolu Efes Sports Club. Tuncay Özilhan holds “The Order of the Rising Sun, Gold and Silver Star,” constituting one of the most important orders awarded by the Japanese government.

### **Stuart Murray MacFarlane**

*Board Member Candidate*

Stuart Murray MacFarlane is AB InBev's Zone President Europe. Mr. MacFarlane received a Degree in Business Studies from Sheffield University in the UK and is also a qualified Chartered Management Accountant. He joined AB InBev in 1992 and since then held senior roles in Finance, Marketing, Sales, and was Managing Director for AB InBev's business in Ireland. Mr. MacFarlane was appointed President of AB InBev UK & Ireland in January 2008, and in January 2012, became AB InBev's Zone President Central & Eastern Europe. In January 2014 he was appointed as Zone President Europe to lead combined European Zone of AB InBev.

### **Salih Metin Ecevit**

*Board Member Candidate*

Born in 1946, Metin Ecevit graduated from the Faculty of Political Sciences in 1967. He also received a master's degree in Economics from Syracuse University in 1976. From 1967 to 1980, he worked as a Government Auditor and served as Deputy General Manager of the General Directorate of Revenues at the Ministry of Finance. Mr. Ecevit joined Anadolu Group in 1980 and worked in various roles, serving as General Manager, Executive Director, and Chairman of the Board of Directors in automotive companies of the Anadolu Group. He retired in 2006 while he was serving as the Automotive Group President, owing to the retirement age limit regulations of the Group. He served as Board member and Chairman of the Association of Imported Car Distributors in Turkey from 1992 to 2004. He is a member of the Board of Directors of many Anadolu Group companies and serves as the Chairman of the Board of Directors at Yazıcılar Holding A.Ş.

**Talip Altuğ Aksoy**  
*Board Member Candidate*

T. Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Mr. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at the Group as the Director of Purchasing and Logistics from 2006, Mr. Aksoy was appointed Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Mr. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

**Mehmet Cem Kozlu**  
*Board Member Candidate*

Born in 1946, Dr. Cem Kozlu completed middle and high school at Robert College after which he received his bachelor's degree from Denison University, MBA from Stanford University and PhD from Boğaziçi University. Dr. Kozlu lectured in International Marketing and Export Administration at Boğaziçi University from 1978 to 1981 and was a visiting Professor in the Department of Economics at Denison University in 1985. After holding executive positions in various domestic and international companies, Dr. Kozlu was appointed General Manager and Chairman of the Board of Directors of Turkish Airlines in 1988 and held these positions until 1991. He also served as the Chairman of the Association of European Airlines (AEA) in 1990. Cem Kozlu remained in public service as a Member of the Turkish Parliament from 1991 to 1995 and Chairman of the THY Board of Directors from 1997 to 2003. Dr. Kozlu has held different positions in The Coca-Cola Company since 1996. He assumed the posts of Turkey, Caucasus and Central Asian Republics Executive Director and the Vienna-based Central Europe, Eurasia and Middle East Group President, retiring in April 2006. Currently, he is the Chairman of the Board of Directors of Singapore based Evyap Asia. Cem Kozlu also serves as member of the Boards of Directors of İstanbul based Coca-Cola Satış ve Dağıtım A.Ş., Anadolu Endüstri Holding A.Ş., Kamil Yazıcı Yönetim ve Danışmanlık A.Ş., Pegasus Airlines, and DO & CO Aktiengesellschaft (Vienna) and Global Relations Forum, as a member of Koc University Maritime Council Forum and as member of the Boards of Trustees of Anadolu- Johns Hopkins Sağlık Merkezi (Anadolu- Johns Hopkins Health Center) and İstanbul Modern Sanatlar Vakfı (İstanbul Modern Arts Foundation).

**Kamilhan Süleyman Yazıcı**  
*Board Member Candidate*

Kamil Yazıcı holds a bachelor's degree in business administration from Emory University in the US. He began his career in 2000 as a Finance Specialist and then worked as a Human Resources Specialist. Mr. Yazıcı worked as Marketing Specialist at Efes Russia from 2003 to 2005, during which he pursued MBA studies at AIBEC (American Institute of Business and Economics). He was appointed as New Product Development Manager at Efes Russia in February 2005. After serving as Logistic Systems Manager in Russia from 2006 to 2008, Mr. Yazıcı was appointed as Supply Chain Director of Efes Russia in November 2008. After carrying on with his career at the Group as Efes Russia Development Director from 2010, Mr. Yazıcı served as Efes Moldova

Managing Director as of November 2011. Effective from 1 December 2014, Mr. Kamil Yazıcı was appointed Anadolu Efes Market Development Director.

**Ahmet Boyacıođlu**

*Board Member Candidate*

Born in 1946, Ahmet Boyacıođlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıođlu began his professional career with the Efes Beverage Group (Anadolu Efes) in 1973. He served in various positions from 1973 to 2005 including Bursa Region Sales Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. General Manager, Eastern Europe President, International Beer Operations Group President, and Strategy and Business Development Director. Mr. Boyacıođlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February 2007. Currently, he sits on the Boards of Directors of some Anadolu Group companies.

**Ahmet Dördüncü**

*Independent Board Member Candidate*

Born in 1953 in Istanbul, Mr. Ahmet Cemal Dördüncü graduated from the Business Administration Department of Çukurova University, and pursued graduate studies at the University of Mannheim and the University of Hannover. Having started his professional career at Claas OHG company in Germany, he then worked at Mercedes Benz A.Ş. in Turkey from 1984 to 1987. He joined Sabancı Group in 1987, and held various managerial positions at Kordsa A.Ş. until 1998. From 1998, he worked at the Group's DUSA Company, serving in the positions of Managing Director/President of DUSA South America and subsequently of DUSA North America. After his appointment to the position of Executive Vice President of Strategic Planning and Business Development at H.Ö. Sabancı Holding in 2004, he functioned as the CEO at H.Ö. Sabancı Holding from 2005 through 2010. Having joined the Akkök Group on 3 September 2012 as a member of the Executive Board, Mr. Dördüncü currently serves as the CEO of the Group, a position he holds since January 2013. He also serves as a member on the Boards of Directors of some other public and non-public Group companies including Aksa Akrilik Kimya Sanayii A.Ş., Akenerji Elektrik Üretim and Akış REIT. Ahmet Dördüncü is also an independent board member at Anadolu Isuzu, Coca-Cola İçecek, and the International Paper company registered with the U.S. Securities and Exchange Commission (SEC).

**Kamil Ömer Bozer**

*Independent Board Member Candidate*

Born in 1958 in İstanbul, Ömer Bozer holds a bachelor's degree in Business Administration from the Middle East Technical University and received his MBA from Georgia State University. Mr. Bozer began his professional career in Koç Group as an MT and served as Deputy Chief Executive in Maret and General Manager at Düzey Pazarlama, respectively. He was appointed as General Manager of Migros in 2002. Ömer Bozer served at the Koç Group as President of Food, Retailing and Tourism Group (2005-2006), President of Food and Retailing Group (2006-2008) and once again as President of Food, Retailing and Tourism Group (2008- 2011).

**Mehmet Mete Bařol**

*Independent Board Member Candidate*

Born in 1957, Mete Bařol graduated with a BSc degree from the Arizona State University, Department of Economics, and started his career in banking at Interbank in 1984. In 1988, he transferred to the Turkish Merchant Bank, which was an investment bank established jointly by Bankers Trust Co. New York and İřbank, as the Treasury, Fund Management and Foreign Relations Manager. In 1992, he also assumed the responsibility for the capital markets group as the Assistant General Manager. In 1995, upon the purchase of the bank completely by the Bankers Trust, he was elected to the Membership of the Board of Directors and the Credit Committee. He assumed the offices of Chairman of the Board of Directors and the General Manager of Bankers Trust A.ř. ,and Deutsche Bank A.ř. during 1997-2001. During the period 2001- 2003, he participated as Executive Director in the joint Board of Directors of the public banks, which were established pursuant to the law (T.C Ziraat Bankası, T. Halk Bankası, T.Emlak Bankası). Subsequently, he has formed Tridea Consulting with two other partners, where he advised small to medium sized companies on financial and managerial issues. After 2009 he has continued the similar work under his own entity. He also served as the Member of the Board of Directors of Galatasaray Sportif A.ř. (2011-2012), T. İř Bankası A.ř (2011-2014), Dedeman Holding A.ř. (2008-2014) ,Dedeman Turizm Otelcilik Yatırım A.ř (2012- 2014). Currently he is serving on the boards of Enerya Gaz Dađıtım A.ř., Enerya Gaz Ticaret A.ř (2015) and Nurol Investment Bank Inc. (2014), also has been serving as an independent member of the Board of Directors of Anadolu Efes Biracılık ve Malt Sanayii A.ř. and Coca-Cola İecek A.ř. since 2012.

**İzzet Karaca**

*Independent Board Member Candidate*


Born in 1954, Mr. İzzet Karaca graduated from Bođazii University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Ko Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985-1988, Mr. Karaca worked as Systems and Organization Director at Ford Otosan. Since 1988, he held several positions at Unilever in Germany, Turkey and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011- 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Turkey and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Mr. Karaca has retired from his duties as of 31 December 2013. In 2015, he published his first book called "The New CEO is... You".

### **APPENDIX-3**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 14.02.2017**

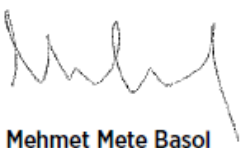


Ahmet Cemal Dördüncü

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

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- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
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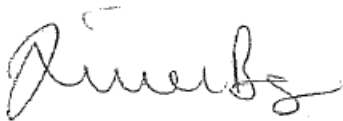


Mehmet Mete Başol

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
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- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 14.02.2017**



**Kamil Ömer Bozer**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

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- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 14.02.2017**



Izzet Karaca