

# ANADOLU EFES BİRACILIK VE MALT SAN. A.Ş.

## GENERAL ASSEMBLY INFORMATION DOCUMENT

In its meeting dated 04.04.2019, our Board of Directors resolved unanimously by the attendees that based on the Company's 2018 calendar year operations, the Annual Ordinary General Assembly is to be held on **30.04.2019** Tuesday at **14:00** at the address "**Dudullu OSB Mah., 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.

Balance Sheet, Income Statement, Annual Report including Corporate Governance Compliance Report, Dividend Distribution Proposal, as well as Independent External Auditors' report for the year 2018 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**

The information given as per the Article 1.3.1 of the Corporate Governance Principles which are annexed to the Corporate Governance Communiqué numbered II.17.1 are as follows:

### **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 04.04.2019)**

	<b>Amount (TL)</b>	<b>(%)</b>
<b>AG Anadolu Grubu Holding A.Ş.</b>	254,891,157	43.05
<b>AB InBev 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 2018 Ordinary General Assembly Meeting which will be held on 30.04.2019, 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 that occurred in 2018 and are planned to take place in 2019 are announced to public through special case announcements and are available on <http://www.anadoluefes.com/index.php?qdil=in&gsayfa=yi&galtsayfa=hyi&qicsayfa=2&gislem=&gbilgi=>

**EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL  
ASSEMBLY MEETING DATED 30.04.2019**

**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 2018**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year ended 31.12.2018 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 Audit Company for the fiscal year 2018**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2018 will be read out 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 2018 prepared in accordance with the regulations of CMB**

Pursuant to the relevant regulations, 2018 Financial Statements will be read out, 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 2018**

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 2018 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 February 28, 2019, our Board of Directors resolved to submit for the approval of the General Assembly a cash dividend proposal of gross 0.5068 TL (net 0.43078 TL) per each share with 1 TL nominal value amounting to a total of 300,078,947.29 TL realizing a 50.68% gross dividend distribution, calculated for the period January-December 2018 to be paid starting from May 31, 2019 fully from the statutorily released portion of share issue premium accounts due to the loss recorded in annual statutory records.

## DIVIDEND DISTRIBUTION TABLE (31.12.2018-TL)

**1. Paid-In / Issued Capital** 592.105.263

**2. Total Legal Reserves (According to Legal Records)** 342.931.215,11

*	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit	411.707.349,22	-644.150.939,98
4. Taxes Payable (-)	314.825.154,22	0
5. Net Current Period Profit	96.882.195	-644.150.939,98
6. Losses in Previous Years (-)	0	521.023.332,09
7. Primary Legal Reserve (-)	0	0
8. NET DISTRIBUTABLE CURRENT PERIOD PROFIT	96.882.195	1.165.174.272,07
Dividend Advance Distributed (-)	0	0
Dividend Advance Less Net Distributable Current Period Profit	0	0
9. Donations Made during the Year (+)	2.988.685,86	0
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	99.870.880,86	0
11. First Dividend to Shareholders	0	0
* Cash	0	0
* Stock	0	0
12. Dividend Distributed to Owners of Privileged Shares	0	0
13. Other Dividend Distributed	0	0
* To the Employees	0	0
* To the Members of the Board of Directors,	0	0
* To None Shareholders	0	0
14. Dividend to Owners of Redeemed Shares	753.433,37	0
15. Second Dividend to Shareholders	0	0
16. Secondary Legal Reserves	30.007.894,73	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. EXTRAORDINARY RESERVES	66.120.866,9	0
20. Other Distributable Resources	300.078.947,29	300.078.947,29

### Dividend Rates Table

Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
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<b>TOTAL</b>	255.067.105,2			0,43078	43,078

### 7. 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 to the Board of Directors with its report dated February 04, 2019. 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. Uğur Bayar, Mr. Şevki Acuner, Mr. Barış Tan 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 15, 2019 to take the opinion of CMB. According to CMB's written response dated March 01, 2019, 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.

#### **8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2019 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 2019, 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.

#### **9. Informing the shareholders on the donations made by the Company in 2018 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 TL 2.988.686 in 2018, including the donations to the Anadolu Education and Welfare Foundation.

#### **10. 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.

#### **11. 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 2018.

## **12. 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.

## **13. 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 30, 2019 Tuesday, at 14:00 at the address “Dudullu OSB Mah., Deniz Feneri Sk. No: 4 Ümraniye/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 2018			
3. Reading out the report of the Independent Audit Company for the fiscal year 2018			
4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2018 prepared in accordance with the regulations of CMB			
5. Acquittal of the members of the Board of Directors separately regarding their actions in 2018			
6. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits			
7. 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			
8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2019 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362			
9. Informing the shareholders on the donations made by the Company in 2018 in accordance with the regulations laid down by the Capital Markets Board			

10. 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			
11. 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			
12. 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			
13. 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 on 1947. Mr. Özilhan studied in Saint-Joseph high school then graduated from the Faculty of Economics of 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 acted as the CEO of the Anadolu Group from 1984 to February 2017. He is the Chairman of the Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as Group companies. Mr. Özilhan served as TÜSİAD's (Turkish Industry and Business Association) 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 Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by Japanese government.

### **Kamilhan Süleyman Yazıcı**

*Board Member Candidate*

Kamilhan Süleyman Yazıcı holds a bachelor's degree in business administration from Emory University in USA, an MBA degree from AIBEC (American Institute of Business and Economics) in Russia and has completed the GMP program at Harvard Business School. Starting his career in Anadolu Group Finance Department in 2000, Mr. Yazıcı later worked in Anadolu Efes Russia Marketing Department between 2003-2005 and was appointed New Product Development Manager in 2005. Continuing his career in Russia as Logistic Systems Manager during 2006-2008, Mr. Yazıcı was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Mr. Yazıcı assumed the role of Anadolu Efes Moldova Managing Director between 2011-2014 and was later appointed as Market Development Director in Anadolu Efes Headquarters, a position held until April 2017. Mr. Yazıcı currently serves as Board Member and Vice-Chairman in Anadolu Group companies.

### **Jason Warner**

*Board Member Candidate*

Jason Warner is the new Zone President Europe as of January 1, 2019 and is responsible for all aspects of the AB InBev's operations across European markets. Prior to this, Mr. Warner was Business Unit President for North Europe between 2015 and 2018. He joined AB InBev in July 2009 as Global VP Budweiser, based in New York, before moving into a dual role of Global VP Budweiser and Marketing VP. He has also held Global VP roles for Corona as well as Renovation and Innovation.

**İzzet Tuğban Aksoy**

*Board Member Candidate*

Tuğban İzzet Aksoy, who is employed as the Energy Group Coordinator of the Anadolu Group, a well-established organisation within the Turkish business world, graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. Tuğban İzzet Aksoy began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following 5 years in this role, Aksoy took on the role of Manager of Corporate Financing and Risk Management at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş., in June 2003. In April 2008 he became Assistant Coordinator at the Business Development Directorate, and since 2009 he has been working as the Anadolu Group Energy Sector Coordinator. Aksoy, who has participated in professional training and seminars in his field, is members of energy groups of TÜSİAD, TOBB and DEİK. He has been an honorary consul of Georgia since 2016.

**Salih Metin Ecevit**

*Board Member Candidate*

Born in 1946, Metin Ecevit graduated from 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 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 AG Anadolu Grubu Holding A.Ş. among other Anadolu Group companies and serves as the Chairman of the Board of Directors at Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.

**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 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, Caucasias 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 Global Relations Forum. Cem Kozlu also serves as member of the Boards of Directors of İstanbul based Coca Cola Satış ve Dağıtım A.Ş., AG Anadolu Grubu

Holding A.Ş., Kamil Yazıcı Yönetim ve Danışmanlık A.Ş., Pegasus Airlines, and DO & CO Aktiengesellschaft (Vienna), 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).

### **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.

### **Uđur Bayar**

*Independent Board Member Candidate*

Born in İstanbul in 1964, Uđur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Mr. Bayar started his career at Citibank Turkey in 1987 and served in various roles in the treasury department until he started public service in 1992. Mr. Bayar served as the Vice President in Public Partnership Administration between 1992- 1997 and President at Prime Ministry Privatization between 1997- 2002. During this time, he also assumed the Chairmanships of the Board at Erdemir and Petrol Ofisi, and the Board Memberships at Turkish Airlines and Turk Telekom. Until 2017, Mr. Bayar served as the country CEO and Head of Investment Banking at CreditSuisse Turkey where he joined in 2004. At the same time, Mr. Bayar the Chairman of the Board at WWF Turkey (World Wildlife Foundation), and a Board Member at AG Anadolu Grubu Holding, Tekfen Teknoloji Yatırım ve Tic. A.Ş. and SAMUMED, a San-Diego based biotechnology company.

### **Prof. Dr. Barıř Tan**

*Independent Board Member Candidate*

Barıř Tan is a Professor of Operations Management and Industrial Engineering and the Vice President for Academic Affairs and at Koç University, Istanbul, Turkey. His areas of expertise are in design and control of production systems, supply chain management, stochastic modelling, and business model innovation. He is the author of many publications including two edited books and serves as an area editor of IISE Transactions and Flexible Services and Manufacturing Journal. Barıř Tan is the recipient of Turkish Academy of Sciences Distinguished Young Scholar Award, TUBITAK fellowship, NATO Science Fellowship, the Rockefeller Foundation Residency Award at Bellagio Center, and best paper awards for his publications. Professor Tan is a member of the international advisory boards of EM Lyon (France) and Nottingham Business School (UK), the chairman of the ISM University of Management and Economics Senate (Lithuania), and a member of the European Foundation for Management Development EQUIS Awarding Body. He served on the boards of CEMS Global Alliance in Management Education, European Foundation for Management Development, Turkish Quality Association, and Turkish Operations Research Society, and on the Education and Research Industry Strategy Council of Oracle and Research Analytics Advisory Board of Thomson Reuters. He received a BS degree in

Electrical Engineering from Boğazici University (1990), and ME in Industrial and Systems Engineering (1991), MSE in Manufacturing Systems (1993), and PhD in Operations Research from the University of Florida (1994). He has been working at Koç University since 1994 and previously served as the Dean of College of Administrative Sciences and Economics (2007-2013) and the Director of the Graduate School of Business (2003-2006, 2008-2010). He held visiting positions at Harvard University Division of Engineering and Applied Sciences (2000-2001), MIT Operations Research Center (2001), MIT Laboratory for Manufacturing and Productivity (1999, 2006- 2007), University of Cambridge Judge Business School (2013- 2014), and University College London School of Management (2017-2018).

### **Şevki Acuner**

*Independent Board Member Candidate*

Following his graduation from Bosphorus University in 1976, Sevki Acuner continued his studies at Stockholms Universitet for a Graduate Diploma and at Montreal's Concordia University, where he obtained his MBA. Acuner started his banking career at Turkey's Central Bank and switched to commercial Banking after moving to Canada where he worked first for Bank of Montreal and subsequently at Royal Bank of Canada in various roles and countries such as Holland, Italy and United Kingdom. Acuner moved to European Bank for Reconstruction and Development (EBRD) in 1996 working in various positions. Acuner played a leading role in opening the EBRD in Turkey in 2009, and worked as its Deputy Director for Turkey until 2013. Since 2013, Acuner is EBRD's Director for Ukraine, based in Kiev. Acuner has represented EBRD in various Board positions in its equity investments across a number of countries. While based in London Acuner acted for many years as the President of the UK Turkish Bankers Association. In his role in Istanbul, Acuner led EBRD's growth in Turkey. In Ukraine, Acuner is one of the drivers of the country's economic transformation and is a leading figure in its world of finance and business. Among his various other responsibilities, Acuner acts as the Chairman of Ukraine's corruption fighting Business Ombudsman Institution, as Chairman of the State Nomination Committee which is responsible for the appointment of CEO's and Board Directors for the country's State Owned Enterprises, and as Vice Chairman of the American Chamber of Commerce.

### **İzzet Karaca**

*Independent Board Member Candidate*

Born in 1954, Mr. İzzet Karaca graduated from Boğaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç 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: 05.02.2019**



**UĞUR BAYAR**

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:05.02.2019**



**BARIŞ TAN**

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 not 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: 08.02.2019**



**ŞEVKİ ACUNER**

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:05.02.2019**



**İZZET KARACA**