

**INVITATION TO GENERAL ASSEMBLY**

**April 29, 2021** – Our General Assembly Meeting, which was previously planned to be held on 30.04.2021 and whose invitation was published in the Turkish Trade Registry Gazette dated 07.04.2021 and numbered 10304, was cancelled due to the curfew restrictions covering the relevant date.

In its meeting dated 28.04.2021, our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting regarding the Company's 2020 calendar year operations on May 25, 2021 Tuesday at 13:00 at the address "Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Kat:1 34771 Ümraniye / İstanbul" with the agenda set forth below; to make the related announcement and to take all the necessary steps as required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to materialize 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 along with a General Assembly Meeting Information Document for the year 2020 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.

**Annual Ordinary General Assembly Meeting Agenda**

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 2020,
3. Reading out the report of the Independent Audit Company for the fiscal year 2020,
4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2020 prepared in accordance with the regulations of CMB,
5. Approval of the Board Members who were elected in 2020,
6. Acquittal of the members of the Board of Directors separately regarding their actions in 2020,
7. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits,

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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 independent audit company for the audit of the financial statements and reports for the year 2021 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362,
10. Approval of the attached amendment of Article 7 ("Capital") (Appendix-1) of articles of association, for the extension of the registered capital system permission period,
11. Approval of the attached amendment of Article 14 ("Board Meetings") (Appendix-2) of the articles of association regarding board meetings to also be held electronically,
12. Informing the shareholders on the donations made by the Company in 2020 in accordance with the regulations laid down by the Capital Markets Board,
13. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons,
14. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of Corporate Governance Principles of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board,
15. 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,
16. Petitions and requests.

*We hereby declare that our above statements are in conformity with the principles included in the Capital Markets Board's Communiqué on Material Events, that they fully reflect the information we have acquired, that the information complies with our books, records and documents, that we have made our best effort to fully and accurately obtain all information regarding the matter and that we are responsible for this disclosure made hereby.*

*This is an English translation of the original official public disclosure made by Anadolu Efes in Turkish through the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)), for information purposes only. In the event of any discrepancy between this translation and the original Turkish disclosure, the original Turkish disclosure shall prevail. Anadolu Efes makes no warranties or representations about the accuracy or completeness of the English translation and assumes no liability for any errors, omissions or inaccuracies that may arise from use of this translation.*

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**APPENDIX-1 :**

<b>OLD VERSION</b>	<b>NEW VERSION</b>
<p><b><u>CAPITAL</u></b></p> <p><b><u>ARTICLE 7</u></b></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL 900,000,000.-(nine hundred million Turkish Liras).</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p> <p>In conformity with the relevant provisions of the Capital Market Law and relevant legislation, if required, the Company is authorized to increase its issued capital by issuing new shares up to the registered capital ceiling,</p>	<p><b><u>CAPITAL</u></b></p> <p><b><u>ARTICLE 7</u></b></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL 900,000,000.-(nine hundred million Turkish Liras).</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p> <p>In conformity with the relevant provisions of the Capital Market Law and relevant legislation, if required, the Company is authorized to increase its issued capital by issuing new shares up to the registered capital ceiling,</p>

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to restrict the shareholder's right to purchase new shares and to issue new shares which are above the nominal values. Right to purchase new shares can not be used in a way that will cause inequalities between shareholders.

The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between 2016-2020 (five years). Even if the previously set capital ceiling is not reached as the end of year 2020, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.

Capital of the company can be increased or decreased in accordance with the Turkish Commercial Code and Capital Markets regulations when necessary.

to restrict the shareholder's right to purchase new shares and to issue new shares which are above the nominal values. Right to purchase new shares can not be used in a way that will cause inequalities between shareholders.

The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between **2021-2025** (five years). Even if the previously set capital ceiling is not reached as the end of year **2025**, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.

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**APPENDIX-2 :**

<b>OLD VERSION</b>	<b>NEW VERSION</b>
<p><b><u>BOARD MEETINGS</u></b></p> <p><b><u>ARTICLE 14</u></b></p> <p>The Board of Directors will convene if and when required in the course of the Company's business.</p> <p>For convention of the Board, simple majority of all Directors should be represented in the meeting. Resolutions may be passed through the simple majority of all Directors.</p>	<p><b><u>BOARD MEETINGS</u></b></p> <p><b><u>ARTICLE 14</u></b></p> <p>The Board of Directors will convene if and when required in the course of the Company's business.</p> <p>For convention of the Board, simple majority of all Directors should be represented in the meeting. Resolutions may be passed through the simple majority of all Directors.</p> <p>Directors may not vote in the name of each other or may not attend meetings by proxy.</p>

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Directors may not vote in the name of each other or may not attend meetings by proxy.

In the case of equality of votes, the subject matter of voting will be postponed to the upcoming meeting. In case of a recurrent equality of votes in the next meeting, the agenda item will be deemed to have been rejected.

Unless one of the Director requests a meeting, decisions of the Board of Directors may also be taken by obtaining written consents of the simple majority of all Directors for a proposal issued in the form of a resolution presented by a Director on a certain subject matter. The validity of such resolution to be so passed essentially requires the submittal of the same proposal to all Directors. Consents of Directors do not necessarily need to be presented on the same document, yet all documents containing the counter signatures should be attached to the Board's resolution book or transformed into a resolution containing the signatures of all affirmants that will further be registered into the resolution book.

Validity of the Board decisions is subject to being recorded in the decisions book and duly signed by the Directors.

Each Director may request from the Chairman in writing to call the Board of Directors for a meeting.

In the case of equality of votes, the subject matter of voting will be postponed to the upcoming meeting. In case of a recurrent equality of votes in the next meeting, the agenda item will be deemed to have been rejected.

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Each Director may request from the Chairman in writing to call the Board of Directors for a meeting.

**Those who have the right to attend the meeting of the board of directors of the company can also attend these meetings electronically in accordance with the 1527th article of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow beneficiaries to attend and vote in electronic means in accordance with the provisions of the Communiqué on Boards to be Held in Electronic Platform Except for the Joint Stock Company General Assemblies in Commercial Companies, as well as purchasing services from systems established for this**

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purpose. In the meetings to be held, it is ensured that the beneficiaries can exercise their rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the articles of association or the system from which support services will be obtained.

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