

**MINUTE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ANADOLU EFES BİRACILIK VE MALT SANAYİ ANONİM ŞİRKETİ HELD ON 25/05/2021, TUESDAY AT 13.00**

The meeting was held on 25.05.2021 at 13:00 at the address of “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No: 58 Buyaka E Blok Kat: 1 34771 Ümraniye/İstanbul” with the participation of the Ministry Representative Aysun Arasoğlu who was appointed under the 24.05.2021 dated and E-90726394-431.03-00064120708 numbered letter of the Provincial Directorate of Commerce of the Ministry of Commerce.

The call for meeting was made in a timely manner as stipulated in the Code and articles of association by means of announcement in the 30.04.2021 dated and 10320 issue numbered Turkish Trade Registry Gazette, on the 18<sup>th</sup> page of the so-called Dünya newspaper which is published across Turkey on 03.05.2021, at the corporate website of our company ([www.anadoluefes.com](http://www.anadoluefes.com)) and in the Electronic General Meeting System and e-company portal of Merkezi Kayıt Kuruluşu A.Ş.

According to the List of Attendance, it was concluded that 2 shares out of 591.105.263 shares constituting 592.105.263,00 TL capital of the company had been represented personally; 396.996.419,884 shares had been represented by proxy and 110.684.995 shares had been represented electronically and thus, totally 507.681.416,884 shares had been represented in the meeting and the minimum meeting quorum stipulated both in the Code and articles of association had been achieved and then the meeting was started by Mr. Volkan Harmandar and discussion of the agenda items was proceeded to.

Mr. Volkan Harmandar stated that Mr. Barış Tan, being one of the Board Members, had been presented in the meeting and that Mr. Koray Öztürk had attended in the meeting for and on behalf of the Independent Audit Firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. It was noted that the Board Members who could not attend to the meeting personally had notified their excuses for their absence. Mr. Volkan Harmandar also provided information about the facts that the General Meeting would be held both physically and electronically and some of our partners would be able to attend to the general meeting over the electronic general meeting system through the CRA and about the considerations that were necessary to be paid attention in the general meeting accordingly.

Furthermore, Mr. Volkan Harmandar noted that publication in the Public Disclosure Platform of personal details of the real person partners or their representatives shown in the List of Attendance had been subjected to the consent of relevant person by the Capital Market Board. Accordingly, he requested from the presenting shareholders who consented to the publication of their details in the PDP to specify their consent and from the shareholders who attended to the meeting electronically to send a written notice about their consent.

The meeting was started simultaneously in the physical and electronic environment and the agenda items were proceeded to be discussed.

1. The Proposal Form of the representative of AG Anadolu Grubu Holding A.Ş. about the election of the Chairman of the Meeting was read. Election of Mr. Volkan Harmandar as the Meeting Chairman was unanimously accepted with 507.681.416,884 “affirmative” votes.

The Chairman of the Meeting stated that he had appointed Ms. Refika Aslı Demirel as the Vote Collector and Mr. Murat Alemdar as the Meeting Secretary.

Acting as the Chairman of the Meeting, Mr. Volkan Harmandar appointed Ms. Sibel Turhan who had a “Certificate for the Electronic General Meeting System of the Central Registry Agency” for the use of the electronic general meeting system.

The Chairman of the Meeting stated that the Articles of Association, Annual Report, Independent Auditor’s Report, Financial Statements, Nomination Declarations of Prospective Board Members who could not attend in the meeting personally and other relevant documents had been available at the place of meeting.

2. On the grounds that the Annual Report of the Board of Directors had been announced to the shareholders before the General Meeting by way of public disclosure at the corporate website of our company ([www.anadoluefes.com](http://www.anadoluefes.com)), at registered office of the company, at the Public Disclosure Platform and in the Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., the proposal of the Chairman of the Meeting Mr. Volkan Harmandar for deeming the Annual Report read as it was within the knowledge of everyone was voted. The proposal was accepted by majority of votes with 507.540.566,884 “affirmative” votes against 140.850 “dissentive” votes.

Acting as the Chief Financial Officer, Mr. N. Orhun Köstem provided information about the activities in 2020.

3. It was noted in the General Meeting that the Independent Audit Firm’s Report had been announced to the public and the summary of the Report was read. The Independent Audit Firm’s Report was discussed. As this agenda item is not subjected to voting, it is explained only for information purpose.
4. On the grounds that the consolidated 31.12.20120 dated Financial Statements prepared in accordance with the regulations of the Capital Market Board had been announced to the shareholders 21 days before the General Meeting by way of public disclosure at the corporate website of our company ([www.anadoluefes.com](http://www.anadoluefes.com)), at registered office of the company, at the Public Disclosure Platform and in the Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., the proposal of the Chairman of the Meeting Mr. Volkan Harmandar for deeming the Financial Statements read as they were within the knowledge of everyone was voted. The proposal was accepted by majority of votes with 507.540.566,884 “affirmative” votes against 140.850 “dissentive” votes.

The 31.12.2020 dated Financial Statements were discussed. Following the discussion of the Financial Statements, the Financial Statements were accepted by majority of votes with 507.540.566,884 “affirmative” votes against 140.850 “dissentive” votes as a result of the voting process.

5. The member who had been elected for the vacant Board Membership position in 2020 was submitted for the approval in the General Meeting and it was accepted by majority of votes with 507.422.076,884 “affirmative” votes against 259.340 “dissentive” votes.
6. Individual releases of the Board Members of the company for their accounts and services in 2020 was voted following the discussions made.

The Board Members did not exercise the voting rights resulting from their own shares and their releases were accepted by majority of votes with 507.476.007,884 “affirmative” votes against 205.409 “dissentive” votes.

7. Payment of 1.145.605.262,85 TL profit in cash as from 28/05/2021 as 1,9348 TL gross and 1.64458 TL net dividend for each share with the nominal value of 1 TL in order for 193,48% gross profit distribution over the issued capital (592.105.263 TL) as from the end of the accounting period in such a manner that 1.145.605.262,85 TL subjected to profit distribution would be afforded from the legally free amount of the emission premium due to the loss for the period in the legal records of our company and setting aside of the secondary legal reserve at 10% of these amounts subjected to distribution (114.560.526,29 TL) was voted in the 25/02/2021 dated Board meeting. It was accepted by majority of votes with 507.076.521,884 “affirmative” votes against 604.895 “dissentive” votes.
8. The proposals of AG Anadolu Grubu Holding A.Ş., being the shareholder of the company, about Board Memberships were read. The proposal of Mr. Volkan Harmandar, acting as the representative of AG Anadolu Grubu Holding A.Ş., about the determination of wages for the Board Members was read. Proposals of independent prospective members were read. The Ministry Representative saw the Nomination Declaration of Mr. Tuncay Özilhan, who could not attend to the meeting personally, for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6480; the Nomination Declaration of Mr. Kamilhan Süleyman Yazıcı for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6475; the Nomination Declaration of Mr. Jason Warner for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 29.04.2021 under the document number of 8410; the Nomination Declaration of Mr. Ahmet Boyacıoğlu for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6476; the Nomination Declaration of Mr. Talip Altuğ Aksoy for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6479; the Nomination Declaration of Mr.

Rasih Engin Akçakoca for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6478; the Nomination Declaration of Mr. Agah Uğur for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6477; the Nomination Declaration of Mr. Uğur Bayar for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6473; the Nomination Declaration of Mr. Şevki Acuner for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6474; the Nomination Declaration of Mr. Barış Tan for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6472; the Nomination Declaration of Ms. Lale Develioğlu for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6471 and the Nomination Declaration of Mr. Barış Tan, who attended in the meeting, for Board Membership which had been certified by the 29<sup>th</sup> Notary Office of Kadıköy on 02.04.2021 under the document number of 6472.

As a result of the discussions and voting, the number of the Board Members were designated to be 11 together with 4 Independent Board Members. The following persons were elected as the Board Members:

Mr. TUNCAY ÖZİLHAN;

Mr. KAMİLHAN SÜLEYMAN YAZICI;

Mr. JASON WARNER;

Mr. AHMET BOYACIOĞLU;

Mr. TALİP ALTUĞ AKSOY;

Mr. RASİH ENGİN AKÇAKOCA;

Mr. AGAH UĞUR;

Mr. UĞUR BAYAR;

Mr. ŞEVKİ ACUNER;

Ms. LALE DEVELİOĞLU;

Mr. BARIŞ TAN who attended in the General Meeting and stated his nomination personally

The election of the persons above for one (1) year to serve by the Ordinary General Meeting to be held for discussing the outcomes of the activities in 2021; payment of 168.000.-TL net fee to each Independent Board Members who are namely Mr. Uğur Bayar, Mr. Şevki Acuner, Mr. Barış Tan and Ms. Lale Develioğlu; non-payment of a fee to the other Board Members in this capacity of theirs were accepted by majority of votes with totally 432.302.971,884 “affirmative” votes against 75.378.445 “dissentive” votes.

9. Election of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which was approved under the 02.04.2021 dated and 528 numbered Board Resolution for the performance of an independent audit for 2021 within the frame of the Turkish Commercial Code and Capital Market Law to subject the financial reports in the accounting period of 2020 to independent audit and carry out other relevant activities in this respect pursuant to the applicable regulations was voted and it was accepted by majority of votes with 495.443.861,884 “affirmative” votes against 12.237.555 “dissentive” votes.
10. The Chairman of the Meeting provided information about the fact that the 01.04.2021 dated permission of the CMB and the 06.04.2021 dated and 63039116 issue numbered positive opinion of the General Directorate of Domestic Trade of the Ministry of Commerce had been obtained for the amendment of clause 7 “Capital” of the Articles of Association of the company for the extension of the period of permission for the registered capital system. The resolution for the performance of the amendment on the Articles of Association of the company as stated in the Amendment Draft below following the fulfilment of the legal requirements was voted and it was accepted by majority of votes with 423.276.708,884 “affirmative” votes against 84.404.708 “dissentive” votes.

#### AMENDMENT DRAFT FOR THE ARTICLES OF ASSOCIATION

Former Version	Current Version
<p><b>CAPITAL</b> <b>ARTICLE 7</b> 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</p>	<p><b>CAPITAL</b> <b>ARTICLE 7</b> 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</p>

shares, while 450,000,000 of the shares are bearer shares.

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.

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. 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, 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

shares, while 450,000,000 of the shares are bearer shares.

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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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Commercial Code and Capital Markets regulations when necessary.	Commercial Code and Capital Markets regulations when necessary.
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11. The Chairman of the Meeting provided information about the fact that the 01.04.2021 dated permission of the CMB and the 06.04.2021 dated and 63039116 issue numbered positive opinion of the General Directorate of Domestic Trade of the Ministry of Commerce had been obtained for the amendment of clause 14 “Board Meetings” of the Articles of Association of the company for the performance of Board meetings also in an electronic environment. The resolution for the performance of the amendment on the Articles of Association of the company as stated in the Amendment Draft below following the fulfilment of the legal requirements was voted and it was accepted by majority of votes with 507.674.745,884 “affirmative” votes against 6.671 “dissentive” votes.

**AMENDMENT DRAFT FOR THE ARTICLES OF ASSOCIATION**

<b>Old Version</b>	<b>New Version</b>
<b>BOARD MEETINGS ARTICLE 14</b>	<b>BOARD MEETINGS ARTICLE 14</b>
The Board of Directors will convene if and when required in the course of the Company’s business.	The Board of Directors will convene if and when required in the course of the Company’s business.
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.	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.
Directors may not vote in the name of each other or may not attend meetings by proxy.	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.	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	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.

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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.

**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 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.**



12. The amount of the consolidated grants made by the company in 2020 was 12.057.000,00 TL and this was submitted for the information of the partners. It was further noted that 12<sup>th</sup> agenda item would not be voted as it had been intended for information only.
13. The partners were informed about the fact that there had been no guarantees, pledges and mortgages established by the company to the advantage of 3<sup>rd</sup> parties within the frame of the regulations of the CMB and accordingly, the company had not obtained any incomes or interests in connection therewith.
14. It was noted in the General Meeting that no transaction had been performed within the scope of Principle 1.3.6 of the II-17.1 numbered Communique of the Capital Market Board on Corporate Governance.
15. Granting of a permission to the Board Members for the transactions and operations within the scope of articles 395 and 396 of the Turkish Commercial Code was voted and it was accepted by majority of votes with 494.845.599,884 “affirmative” votes against 12.835.817 “dissentive” votes.
16. Petitions and requests

**MINISTRY REPRESENTATIVE**  
**AYSUN ARASOĞLU**

**CHAIRMAN OF THE MEETING**  
**VOLKAN HARMANDAR**

**VOTE COLLECTOR**  
**REFİKA ASLI DEMİREL**

**MEETING SECRETARY**  
**MURAT ALEMDAR**