Efes Breweries International N.V.

Annual Report 2009

Company Only Financial Statements

Chamber of Commerce no: 33284696

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REPORT OF THE SUPERVISORY BOARD

The Supervisory Board consisted of the following members as of December 31, 2009:

Mr. Tuncay Özilhan, Chairman
Sir David Logan
Mr. Ali Tigrel
Mr. Christos-Alexis Komninos
Mr. Gauthier de Biolley
Mr. Michel Naquet-Radiquet

Reference is made to Consolidated Annual Report of Efes Breweries International N.V. (EBI) which includes the full report of the Supervisory Board.

Amsterdam 29 March 2010
On behalf of the Supervisory Board:
Tuncay Özilhan
Chairman of the Supervisory Board

REPORT OF THE MANAGEMENT BOARD

The Management Board consisted of the following members as of December 31, 2009:

Mr. Alejandro Jimenez, Chairman
Mr. Can Çaka
Mr. Gökçe Yanaşmayan
Mr. Guido Wagenaar

Reference is made to Consolidated Annual Report of EBI which includes the full report of the Management Board.

Amsterdam, 29 March 2010
On behalf of the Management Board:
Alejandro Jimenez
CEO and Chairman of the Management Board

COMPANY ONLY FINANCIAL STATEMENTS

Efes Breweries International N.V.

STATEMENT OF FINANCIAL POSITION
As at December 31, 2009 (Before proposed appropriation of the result)
(Currency – Thousands of U.S. Dollars unless otherwise indicated)

ASSETS

	Notes	2009	2008
Current assets			
Cash and cash equivalents	4	**179,798**	190,691
Due from related parties	14	**164,700**	186,548
Prepayments and other current assets		**327**	806
Total current assets		**344,825**	378,045
Non-current assets			
Investments in subsidiaries, and associates	5	**438,092**	454,504
Property, plant and equipment	6	**5**	11
Intangible assets	7	**240,972**	262,125
Deferred tax assets		**17,349**	14,816
Prepayments and other non-current assets		**4,602**	4,686
Total non-current assets		**701,020**	736,142
Total assets		**1,045,845**	1,114,187

LIABILITIES AND EQUITY

	Notes	2009	2008
Current liabilities			
Trade and other payables	8	**507**	99,316
Due to related parties		**13**	67
Current portion of long-term borrowings	9	**734**	299,044
Total current liabilities		**1,254**	398,427
Non-current liabilities			
Long-term borrowings-net of current portion	9	**297,640**	**-**
Non-current liabilities	8,17	**60,055**	**-**
Total non-current liabilities		**357,695**	**-**
Shareholders’ Equity			
Issued capital	10	**304,584**	298,059
Share capital functional currency exchange difference	10	**(67,096)**	(60,571)
Share premium		**319,318**	319,318
Currency translation reserve		**19,247**	48,503
Retained earnings		**110,451**	167,837
Current year net profit/(loss)		**392**	(57,386)
Total shareholders’ equity		**686,896**	715,760
Total liabilities and shareholders’ equity		**1,045,845**	1,114,187

The accompanying policies and explanatory notes on pages 10 through 26
form an integral part of these financial statements.

Efes Breweries International N.V.

CONDENSED INCOME STATEMENT
For the year ended December 31, 2009
(Currency – In thousands of U.S. Dollars unless otherwise indicated)

	Notes	2009	2008
Share in net profit /(loss) of consolidated subsidiaries	5	**19,232**	(63,461)
Other results, net of income taxes		**(18,840)**	6,075
Net (Loss)/Profit		**392**	(57,386)

The accompanying policies and explanatory notes on pages 10 through 26 form an integral part of these financial statements.

Efes Breweries International N.V.

STATEMENT OF CHANGES IN EQUITY
For the year ended December 31, 2009
(Currency – In thousands of U.S. Dollars unless otherwise indicated)

	Issued Capital	Share Capital Functional Currency Exchange	Share Premium	Currency Translation Reserve	Retained Earnings	Current Year net Profit / (Loss)	Total
At 31 December, 2008	**298,059**	**(60,571)**	**319,318**	**48,503**	**167,837**	**(57,386)**	**715,760**
Net profit for the year	-	-	-	-	-	392	392
Total income and expense in equity	-	-	-	(29,256)	-	-	(29,256)
Total income and expense for the year	**-**	**-**	**-**	**(29,256)**	**-**	**392**	**(28,864)**
Share capital functional currency exchange difference	6,525	(6,525)	-	-	-	-	-
Transfer of previous year net profit to retained earnings	-	-	-	-	(57,386)	57,386	-
At December 31, 2009	**304,584**	**(67,096)**	**319,318**	**19,247**	**110,451**	**392**	**686,896**
At 31 December, 2007	311,403	(73,915)	319,318	138,794	130,367	37,470	863,437
Net loss for the year	-	-	-	-	-	(57,386)	(57,386)
Total income and expense in equity	-	-	-	(90,291)	-		(90,291)
Total income and expense for the year	-	-	-	(90,291)	-	(57,386)	(147,677)
Share capital functional currency exchange difference	(13,344)	13,344	-	-	-	-	-
Transfer of previous year net profit to retained earnings	-	-	-	-	37,470	(37,470)	-
At December 31, 2008	298,059	(60,571)	319,318	48,503	167,837	(57,386)	715,760

The accompanying policies and explanatory notes on pages 10 through 26 form an integral part of these financial statements.

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

1. GENERAL

Efes Breweries International N.V. (the Company) was incorporated in the Netherlands on October 2, 1996. The registered address of the Company is Strawinskylaan 1227, 1077XX Amsterdam, the Netherlands. The Company's ordinary shares are listed on the London Stock Exchange in the form of global depositary receipts (GDR's) representing five Company ordinary shares.

The parent of the Company is Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi (Anadolu Efes-the Parent Company). Anadolu Efes is a Turkish Corporation, which was established in Istanbul in 1966. The operations of Anadolu Efes consist of production, bottling, selling and distribution of beer under a number of trademarks and also production, bottling, selling and distribution of sparkling and still beverages with The Coca- Cola Company trademark. Certain shares of Anadolu Efes are listed on the Istanbul Stock Exchange.

Based on the requirements of Dutch Civil Code, a full set of financial statements comprise of report of management board, consolidated financial statements and Company alone financial statements and other information. This report includes report of management board, Company alone financial statements and other information. The consolidated financial statements are separately issued on 29 March, 2010. For a better understanding of financial position of the Company, this report should be read in conjunction with the consolidated financial statements.

Nature of Activities of the Company

The Company acts as a Dutch Holding company, facilitating investments in breweries. For the purpose of the consolidated financial statements, the Company and its consolidated subsidiaries are referred to as "the Group".

List of Subsidiaries

The subsidiaries included in consolidation and their shareholding percentages at December 31, 2009 and 2008 were as follows:

	Place of Incorporation	Principal Activities	Effective Shareholding and voting rights %	
			2009	2008
CJSC Moscow-Efes Brewery (Efes Moscow) (i)	Russia	Production and marketing of beer	**90.85**	90.85
JSC AMSTAR" (Amstar) (ii)	Russia	Production of beer	**90.85**	90.85
ZAO Efes Entertainment (Efes Entertainment) (ii)	Russia	Entertainment	**90.85**	90.85
CJSC.Rostov Beverage (Rostov Beverages) (ii)	Russia	Lease	**90.85**	90.85
LLC Stary Melnik (ii)	Russia	Advertising	**90.85**	90.85
JSC Brewing Union «Krasny Vostok-Solodovbeer (KV Group) (ii)	Russia	Production of beer	**90.83**	84.36
LLC "KV - SibPivCompaniya"(iii)	Russia	Production and marketing of beer	**90.84**	88.61
LLC "Vostok solod"(iii)	Russia	Production of malt	**90.83**	84.36
LLC "Krasny Vostok – Invest"(iii)	Russia	Finance	**90.83**	84.36
LLC "T'sentralny Torgovy Dom "Krasny Vostok"(iii)	Russia	Trading house	**90.83**	84.36
CJSC "MTD "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
CJSC "Samarskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
CJSC "Saratovskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
LLC "Ufimskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Volgogradskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
LLC "Ekaterinburgskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Krasnodarskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Krasnoyarskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Kurskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
LLC "Nizhegorodskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	**90.83**	84.36
LLC "Nizhnekamskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Permskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Sankt-Peterburgskii torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36
LLC "Chelyabinskii Torgovyii Dom "Krasny Vostok" (iii)	Russia	Trading house	-	84.36

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

1. GENERAL (continued)

	Place of Incorporation	Principal Activities	Effective Shareholding and voting rights %	
			2009	2008
JSC Efes Karaganda Brewery (Efes Karaganda)	Kazakhstan	Production and marketing of beer	**72.00**	72.00
LLP Dinal (Dinal) (iv)	Kazakhstan	Distribution of beer	**72.00**	72.00
Efes Vitanta Moldova Brewery S.A. (Efes Moldova)	Moldova	Production and marketing of beer and low alcoholic drinks	**96.50**	96.50
JSC Lomisi (Efes Georgia)	Georgia	Production and marketing of beer and soft drink	**100.00**	100.00
FLLC Efes Trade BY (Efes Belarus)	Belarus	Marketing of beer	**100.00**	100.00
Efes Commerce d.o.o Belgrade (Efes Commerce)	Serbia	Marketing of beer	**-**	100.00
Euro-Asian Brauerein Holding GmbH (Euro Asian)	Germany	Investment company	**100.00**	100.00
Efes Romania Industrie Si Comert S.A. (ERIC) (v)	Romania	Distribution of beer	**100.00**	100.00

(i) Following revised IAS 32 (Financial Instruments: Disclosure and Presentation), a further 9.15 interest has also been consolidated for Efes Moscow.
(ii) Subsidiaries of Efes Moscow.
(iii) Subsidiaries of KV Group.
(iv) Subsidiary of Efes Karaganda.
(v) In the process of being liquidated.

Environments and Economic Conditions of Subsidiaries

The countries, in which some of the consolidated subsidiaries are operating, have undergone substantial, political and economical changes in the recent years. Accordingly such markets do not possess well-developed business infrastructures and the operations in such countries might carry risks, which are not typically associated with those in more developed markets. Uncertainties regarding the political, legal, tax and / or regulatory environment, including the potential for adverse changes in any of these factors, could significantly affect the subsidiaries' ability to operate commercially.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements are prepared in conformity with the requirements of the Netherlands Civil Code.

As permitted by Section 402, Book 2 of the Netherlands Civil Code, a condensed income statement is presented for the Company itself.

Basis of Preparation

The Company maintains its books and records in accordance with the requirements of the Netherlands' Civil Code. The subsidiaries maintain their books of account and prepare their statutory financial statements in their local currencies and in accordance with the regulations of the countries in which they operate. The company-only financial statements are prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code. The accounting principles are in accordance with Dutch GAAP. In December 2000, ERIC adopted a plan of liquidation and as a result changed its basis of accounting, from the going-concern basis to a liquidation basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in subsidiaries and associates

Investments in subsidiaries and associates are stated at the Company's share in their net asset value.

The Company's investment in its subsidiaries and associates is accounted for using the equity method of accounting. An associate is an entity in which the Company has significant influence.

Under the equity method, the investment in the subsidiary and associate is carried in the balance sheet at cost plus post acquisition changes in the Company's share of net assets of the associate. Goodwill is separated and classified as intangible assets. The income statement reflects the share of results of operations of the subsidiaries and associate. Where there has been a change recognized directly in the equity of the subsidiaries and associate, the Company recognizes its share of any changes and discloses this, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company and the subsidiaries and associate are eliminated to the extent of the interest in the subsidiaries and associate.

The share of profit of associates is shown on the income statement. This is the profit attributable to equity holders of the associate and therefore is profit after tax and minority interests in the subsidiaries of the associates.

The financial statements of the associate are prepared for the same reporting period as the parent company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on the Company's investment in its associates. The Company determines at each balance sheet date whether there is any objective evidence that the investment in the associate is impaired. If this is the case of the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the income statement.

Foreign Currency Translation

The Company is domiciled in the Netherlands. The Company transacts most of its business in U.S. Dollars, loans granted by the Company are denominated in U.S. Dollars, and contributions to the capital of the subsidiaries are denominated in U.S. Dollars and dividends from subsidiaries are received in U.S. Dollars. Accordingly, USD was determined to be the Company's functional and presentation currency which reflects the economic substance of the underlying events and circumstances relevant to the Company.

The assets and liabilities of foreign subsidiaries are translated into the presentation currency of the Company at the rate of exchange ruling at the financial position date. The income statements of foreign subsidiaries are translated at the exchange rates existing at the dates of the transactions or a weighted average exchange rate for the year. The exchange differences arising on the translation are taken directly to a separate component of the equity. On disposal of a foreign entity, accumulated exchange differences (currency translation reserve) are recognised in the income statement as a component of the gain or loss on disposal.

Each entity within the Group translates its foreign currency transactions and balances into its functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange rate differences arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognised in the income statement in the period in which they arise.

Goodwill arising on the acquisition of a foreign entity is treated as an asset of the acquiring company and is translated and recorded at the rate of exchange ruling at the reporting date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Assets

Cash and Cash Equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

For the purposes of the consolidated cash flow statement, in the accompanying consolidated financial statements, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such financial assets are initially recognised at fair value represented by the original invoice amount less an allowance for any uncollectible amounts. After initial recognition, receivables are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in the consolidated income statement when the receivables are derecognised or impaired, as well as through the amortisation process. Provision is made individually for each receivable when there is objective evidence that the Company will no longer be able to collect the debts. Bad debts are written off when identified.

Property, Plant and Equipment

Property, plant and equipment is stated at cost less accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Land is not depreciated.

Depreciation which is calculated on straight-line basis method over the estimated useful life of the assets is as follows:

Machinery and equipment	5-20 years
Vehicles	5-10 years
Furniture and Fixtures	3-15 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of property, plant and equipment is the greater of fair value less cost to sell and value in use. At each reporting date, an assessment is made as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated and the impairment loss is reversed. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Cash generating units are the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognised in the income statement.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement in the year the asset is derecognized.

The residual value of assets, useful life and depreciation methodologies are reviewed, and adjusted if appropriate, at each financial year end.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible Assets

Goodwill

Goodwill is initially measured at the cost being the excess of the cost of the business combination over the Company's share in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of cash-generating unit and part of operation within that unit is disposed of the goodwill associated with the operation disposed of is included in the carrying mount of the operation when determining the gain or loss on disposal of the operation.

Brand

The cost of brands acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, the brands are carried at cost less accumulated impairment losses, if any. The useful live for the brands are assessed to be indefinite and therefore are not amortised. The brands are tested for impairment and the useful life is reviewed to determine whether indefinite life assessment continues to be supportable, annually.

Other Intangible Assets

Other intangible assets acquired separately from a business are capitalized at cost which is the fair value at the date of acquisition. Other intangible assets acquired as part of an acquisition of a business are capitalized separately from goodwill if the fair value can be measured reliably on initial recognition. Other intangible assets, excluding development costs, created within the business are not capitalized and expenditure is charged against profits in the year in which it is incurred.

Following the initial recognition, other intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Other intangible assets which are identified to have a finite useful life are amortised on a straight-line basis over the periodically reviewed best estimate of useful lives and assessed for impairment whenever there is an indication that the assets may be impaired. The carrying values of other intangible assets which are identified to have an indefinite useful life are not amortised but reviewed for impairment annually and when events or changes in circumstances indicate that the carrying value may not be recoverable. The cost of acquisition of new software is capitalized and treated as an intangible asset if these costs are not an integral part of the related hardware. Software is amortised on a straight-line basis over 1 to 5 years.

Recognition and Derecognition of Financial Instruments

The Company recognizes a financial asset or financial liability in its statement of financial position when and only when it becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial asset or a portion of financial asset when and only when the contractual rights to receive cash flows from the asset expire or the Company transfers the contractual rights to receive cash flows together with the risks of the asset or assumes a contractual obligation to pay the cash flows from a financial asset to one or more recipients under an additional agreement.

The Company derecognizes a financial liability when and only when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another liability from the same lender on substantially different terms or if the terms of the existing financial liability are substantially modified, such exchange or modification is treated as derecognition of the existing liability and the recognition of the new liability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowings

All borrowings are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. Borrowing costs are expensed as incurred, except borrowing costs that have been capitalised on qualifying assets with a commencement date on or after 1 January 2009.

After initial recognition, borrowings are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

Gains and losses are recognised in the income statement when the liabilities are derecognised, as well as through the amortisation process.

Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenues are stated net of discounts, value added and sales taxes.

The following specific recognition criteria must also be met before revenue is recognized:

(a) Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of goods.

(b) Interest income

Interest income is recognized as interest accrues. Interest income is included in financial income in the consolidated income statement.

(c) Dividends

Revenue is recognized when the right to collect the dividend is established.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the financial position date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred income tax

Deferred income tax is provided using the liability method on all temporary differences at the financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax assets and unused tax losses can be utilised except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each financial position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the financial position date. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Events after the Reporting Period

Post-year-end events that provide additional information about the Company’s position at the financial position date or those that indicate the going concern assumption is not appropriate (adjusting events), are reflected in the accompanying consolidated financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

Offsetting

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Change in accounting policies that have an effect on the financial statements of the company have been explained in consolidated financial statements.

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

3. CHANGES IN ORGANIZATION

For the year 2009

The put option, which had been granted by EBI to Tradex Partner Limited Co. (Tradex) and that was exercisable between 2007 and 2010, has been exercised by purchasing the shares in KV Group by Efes Moscow in August 2009 for a cash consideration of USD 30,308. Following the completion of the purchase, Efes Moscow increased its shareholding in KV Group to 99.55% from 92.85%. Subsequent to purchase of option shares, a further 0.43% of KV Group minority shares have been acquired with a cash consideration of USD 2,036. The excess of the acquisition costs over the fair value of net assets acquired was USD 483 and recognized as goodwill in the consolidated statement of financial position. With the purchase of 0.43% minority shares, Efes Moscow increased its shareholding in KV Group to 99.98% from 99.55%.

For the year 2008

In February 2008, the Company acquired 100.00% shares of JSC Lomisi, the leading brewery in Georgia, for a total cash consideration of USD 73,570. The excess of the acquisition costs over the fair value of net assets acquired was USD 30,870 and recognized as goodwill in the consolidated statement of financial position.

In August 2008, the Company sold all of its shares in Efes Ukraine for a cash consideration of USD 2,145, which resulted in a gain amounting to USD 3,187 recognized in the consolidated income statement.

In October 2008, the Company acquired 100.00% shares of Dinal, a brewery in Kazakhstan, for a total cash consideration of USD 16,482. The excess of the acquisition costs over the fair value of net assets acquired was USD 2,060 and has been recognized as goodwill in the consolidated statement of financial position.

Following the acquisition of Dinal, within the scope of collaboration with Heineken International B.V. (“Heineken”), the Company sold 28% of its shares of Efes Karaganda to Heineken for a cash consideration of USD 55,754. The gain amounting USD 37,028 arising from this transaction, is recognized in the consolidated income statement.

Within the scope of collaboration with Heineken in Serbia, the Company and Heineken established the holding entity based company Central Europe Beverages B.V. (“CEB”), which is 28% owned by the Company and 72% by Heineken. The Company has contributed to CEB by transferring all of its shares on Efes Weifert and Efes Zajecar, resulting in a loss of USD 14,502 recognized in the consolidated income statement.

A Share Purchase Agreement is executed between the Company and Efes Moscow regarding the sale of all shares owned by the Company, representing 92.85% of the voting shares of KV Group, to Efes Moscow in February 2008. Following this transaction, effective shareholding percentage of the Company in KV Group reduced to 84.36% excluding the effect of put options granted. The transaction has been treated in accordance with the principles of under common control, thus there is no amount recognized in equity or consolidated income statement.

4. CASH AND CASH EQUIVALENTS

	2009	2008
Cash on hand	**1**	1
Banks accounts (including short-term time deposits)	**179,797**	190,690
	179,798	190,691

As of December 31, 2009 no loans are secured with cash at banks. (2008 - Loans utilized by Efes Moscow and Krasny Vostok amounting to USD 74,599 and USD10,046 respectively, have been secured with cash amount of USD 86,600 (Note 9)).

Time deposits are made for varying periods up to three months depending on the immediate cash requirements of the Company and earn interest approximately 3% (2008 - 3%-8%).

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

5. INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND SECURITIES

The balance represents the investments in subsidiaries and associates stated at the net equity value.

Movements in investments in subsidiaries, and associates in 2009 and 2008 can be summarized as follows:

	2009			2008		
	Subsidiaries	**Associates**	**Total**	Subsidiaries	Associates	Total
Opening balance, January 1	**419,500**	**35,004**	**454,504**	692,773	-	692,773
Share in net profit/(loss) for the year	**19,232**	**(7,068)**	**12,164**	(63,461)	(5,010)	(68,471)
Acquisition of minority shares	**1,475**	**-**	**1,475**	13,450	-	13,450
Capital contribution to subsidiary	**17,556**	**-**	**17,556**	-	-	-
Disposal of participation	**-**	**-**	**-**	(33,237)	-	(33,237)
Transfer (*)	**(20,566)**	**-**	**(20,566)**	(258,947)	-	(258,947)
Currency translation difference	**(29,228)**	**2,187**	**(27,041)**	68,922	(1,592)	67,330
Acquisition of investment in an associate	**-**	**-**	**-**	-	41,606	41,606
Closing balance, December 31	**407,969**	**30,123**	**438,092**	419,500	35,004	454,504

(*) Transfer refers to figures related to sale of a subsidiary to another subsidiary.

6. PROPERTY, PLANT AND EQUIPMENT

The property, plant and equipment is composed of office machinery and furniture and fixtures. The movement of property, plant and equipment in 2009 and 2008 is as follows:

	2009	2008
Cost		
Opening balance, January 1	**103**	99
Additions	**2**	4
Closing balance, December 31	**105**	103
Accumulated Depreciation		
Opening balance, January 1	**92**	71
Depreciation	**8**	21
Closing balance, December 31	**100**	92
Property, plant and equipment (net)	**5**	11

7. INTANGIBLE ASSETS

	2009			2008		
	Goodwill	**Brands**	**Total**	Goodwill	Brands	Total
Opening balance, January 1	**234,858**	**27,267**	**262,125**	388,867	92,615	481,482
Additions	**-**	**-**	**-**	30,382	30,065	60,447
Disposals	**(5,471)**	**-**	**(5,471)**	(48,035)	-	(48,035)
Transfer	**(9,575)**	**-**	**(9,575)**	(105,743)	(81,176)	(186,919)
Currency translation difference	**(5,803)**	**(304)**	**(6,107)**	(30,613)	(14,237)	(44,850)
Net book value	**214,009**	**26,963**	**240,972**	234,858	27,267	262,125

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

7. INTANGIBLE ASSETS (continued)

As a Group policy, the management performs impairment tests for goodwill and brands with an indefinite useful life on an annual base. Based on the impairment test for goodwill and brands, no grounds were identified for impairment charge as of December 31, 2009. The recoverable amount of cash generating units, which is determined by discounting the future cash flows, exceeded the carrying amount of the cash generating units including goodwill and brands. Goodwill of USD 314,571 was attributable to the cash generating units in Russia (2008 – 328,628) and the remaining goodwill of USD 33,075 was attributable to the other cash generating units (2008 – 33,601) as of December 31, 2009. Brands of USD 78,069 were attributable to the cash generating unit in Russia (2008 – 80,366) and the remaining brands of USD 27,624 were attributable to the other cash generating units (2008 – 28,078) as of December 31, 2009.

Cash flows were projected with a combination of the strategic business plans of the Company for the period 2010 till 2012 and were extrapolated for the following periods. Key assumptions such as country specific market growth rates, GDP per capita and consumer price indices were derived from external sources. Main estimates such as beer and raw material prices, working capital requirements and capital expenditures were based on key assumptions and historical operating data. Perpetuity growth rate was estimated to be 3%. These projections were discounted at the post-tax weighted average cost of capital of the cash generating units ranged primarily between 13.19% and 10.52% (2008 – 16.77% and 12.69%). The Company believes that all of its management estimates and key assumptions are reasonable. Management believes that no reasonable possible change in any of the disclosed key assumptions would cause the carrying value materially exceed its recoverable amount. If perpetuity growth rate would have gone down by 3%, carrying value and recoverable amount would be equal to each other.

8. TRADE AND OTHER PAYABLES

	2009	2008
Trade accounts payable	**33**	76
Payable for acquired shares	**-**	-
Other short-term payable	**474**	3,406
Total	**507**	3,482

	2009	2008
S/T Liability for puttable instruments (Note 17)	**-**	95,834
L/T Liability for puttable instruments (Note 17)	**60,055**	-

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

9. BORROWINGS

	2009	2008
Current		
Bank borrowings (including current portion of long-term borrowings)	**734**	299,044
Non-current		
Bank borrowings	**297,640**	-
Total borrowings	**298,374**	299,044

All the borrowings of the Company are denominated in USD and EURO. The effective interest rate of the borrowings at the balance sheet date was LIBOR +4.75% and EURIBOR +4.75%.

As of December 31, 2009, the total borrowings are secured with the followings:

- A Corporate guarantee amounting to USD 150,200 and EURO 107 million, (2008 - USD 300,000) provided by Anadolu Efes.

Repayments of long-term debt are scheduled as follows:

	2009	2008
2009	**-**	**299,044**
2010	**734**	**-**
2011	**-**	**-**
2012	**297,640**	**-**
	298,374	**299,044**

10. SHARE CAPITAL

	2009	2008
	Number of shares	Number of shares
Common shares, par value of EUR 1		
Authorized	**250,000,000**	250,000,000
Issued and outstanding	**211,428,569**	211,428,569

Movement in share capital

The movement of the share capital of the Company during 2009 and 2008 is as follows:

	2009		2008	
	Number of shares	**USD**	Number of shares	USD
At December 31,	**211,428,569**	**304,584**	211,428,569	298,059
Share capital functional currency exchange difference		**(67,096)**		(60,571)
At December 31	**211,428,569**	**237,488**	211,428,569	237,488

As a result of recalculation of share capital into USD, share capital functional currency exchange difference amounting to USD (67,096) (2008 – USD (60,571) has been reflected in equity.

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

10. SHARE CAPITAL (continued)

As at December 31, 2009 and 2008, the composition of shareholders and their respective % of ownership can be summarized as follows:

	2008	2008
Anadolu Efes	**73.47%**	70.22%
Public	**26.53%**	29.78%
Total	**100.00%**	100.00%

In July 2009, Anadolu Efes announced its firm intention to make a cash offer for the entire issued share capital of EBI, not already owned by Anadolu Efes. The aforementioned shares are held in the form of GDR's, listed on the London Stock Exchange, held only by Qualified Institutional Buyers and represent approximately 29.78% of the entire issued share capital of EBI. The Offer values EBI at full USD 11.10 in cash for each GDR. As of September 3, 2009, Anadolu Efes acquired 6,872,085 shares of EBI; representing 3.25% of EBI's issued capital and increased its share in EBI to 73.47%.

Currency Translation Reserve

The currency translation reserve is used to record the exchange differences arising on the translation of the financial statements of foreign subsidiaries.

11. EARNINGS PER SHARE

Basic earnings per share (EPS), which is same as fully diluted EPS is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computation:

	2009	2008
Net profit/(loss) attributable to ordinary shareholders	**392**	(57,386)
Weighted average number of ordinary shares	**211,428,569**	211,428,569
Earnings/(Loss) per share (in full U.S. Dollars)	**0.00**	(0.27)

12. FINANCIAL INSTRUMENTS

Financial Risk Management

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The credit risk of the Company is primarily attributable to its trade receivables. Maximum credit risk on the Company is limited to the amounts disclosed on the financial statements. The Company has its credit control policies and procedures in place and the exposure to credit risk is monitored on an ongoing basis. The credit risk arising from the transactions with customers is mitigated through operating with agreed credit limits and diversification of customers. Management believes that the provisions made are sufficient to cover expected losses.

Interest rate risk

Certain parts of the interest rates related to borrowings are based on market interest rates; therefore the Company is exposed to interest rate fluctuations on domestic and international markets. The Company’s exposure to market risk for changes in interest rates relates primarily to the Company’s debt obligations. The Company mainly enters into LIBOR and EURIBOR based contracts in its financial borrowings.

Foreign exchange risk

Foreign currencies play a significant role in the economies of the territories where the most of the subsidiaries of the Company are operating. The significant part of cash outflows related to financing activities as well as some part of accounts payable balances are hard currency denominated, while cash inflows are primarily denominated in national currencies. Significantly material part of company’s sales is recognized in local currencies where its subsidiaries operate. Consequently, any significant decline in the value of the measurement currencies of the subsidiaries against U.S. Dollars may have a negative effect on the subsidiaries’ financial position and results of their operations.

The subsidiaries generally do not hedge their foreign currency risks. The governments of these countries have established strict currency controls, which place restrictions on the conversion of national currencies into hard currencies and establish requirements for conversion of hard currency sales to national currencies.

Net foreign currency liability position of the Company as of December 31, 2009 is approximately USD 45,913 (2008 – USD 77,094, net foreign currency liability).

Liquidity risks

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. The Company’s objective is to maintain a balance between continuity of funding and flexibility through the use of financial liabilities and financial assets.

Capital Management

The Company’s policy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. There were no major changes in Company’s approach to capital management during the year.

Fair Values

The fair values of trade receivables and other current assets (net of provision) and trade and other payables are estimated to approximate carrying value due to their short-term nature. The fair value of long-term debt is estimated to approximate its carrying value since it’s primarily denominated in foreign currencies and is revalued at year-end exchange rates. A substantial portion of long-term debt carries variable interest rates. The fair values of short-term and long-term leasing obligations approximate their carrying values since they are denominated in foreign currencies and revalued at year-end exchange rates.

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

13. CASH FLOWS FROM ACQUISITION AND DISPOSAL OF SUBSIDIARIES

For the year 2009

There were no acquisitions and disposal of subsidiaries during 2009.

For the year 2008

The fair value of assets and liabilities of subsidiaries at the date of acquisition/ (disposal) and the related cash flows were;

	2008		2008
	Fair values recognized in acquisition	Previous carrying values	Disposals
Cash and cash equivalents	2,178	2,178	(1,152)
Trade receivables	688	688	(10,595)
Due from related parties	1,734	1,734	(2,039)
Inventories-net	7,997	7,997	(12,387)
Other current assets	2,059	2,059	(1,392)
Property, plant and equipment-net	28,544	23,361	(34,522)
Intangible assets	31,149	2,061	(618)
Deferred tax assets	238	-	-
Other non-current asset	-	-	(35)
Trade and other payables	(1,823)	(1,823)	3,308
Due to related parties	(559)	(559)	1,093
Short-term loans	(5,202)	(5,202)	33,261
Other current liabilities	(615)	(616)	3,360
Income tax payable	15	15	-
Long-term debt – net of current portion	(7,399)	(7,399)	-
Deferred tax liability	(1,882)	(1,890)	-
Accumulated exchange differences	-	-	5,854
Net assets	57,122	22,604	(15,864)
Net assets acquired/(disposed)	57,122		(10,733)
Goodwill recognized/(disposed)	32,930		(16,299)
Partial disposal of subsidiary	-		(18,726)
Gain on holding activities, net	-		(25,713)
Total consideration in cash	90,052		(57,899)
Total consideration in kind (Note 3)	-		(13,572)
Net cash acquired with subsidiaries	(2,178)		-
Net cash disposed with subsidiaries	-		1,152
Net cash outflow/(inflow)	87,874		(56,747)

Fair value of shares purchased	89,591
Costs associated with the acquisitions	461
Total cost	90,052

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

14. RELATED PARTY BALANCES AND TRANSACTIONS

Balances with related parties as of December 31, 2009 and 2008, which are separately classified in the balance sheet are as follows:

	2009	2008
Due from related parties		
Efes Moscow (2)	**148,304**	148,304
Efes Karaganda (2)	**16,147**	26,733
Anadolu Efes Technical and Management Consultancy N.V. (1)	**-**	1,392
Efes Vitanta (2)	**-**	9,860
Other	**249**	259
Total	**164,700**	186,548

The most significant transactions with related parties during the year ended December 31, 2009 are as follows:

Nature of Transaction	**Related Party**	**Amount**
Interest Income	Efes Karaganda (2)	1,064
Dividend Income	Efes Vitanta (2)	635
Dividend Income	Mutena Maltery (2)	275

(1) Related party of Anadolu Efes, the ultimate shareholder of the Company
(2) Company's investment

15. REMUNERATION OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD

The gross remuneration of the supervisory board was USD 182 in year 2009 (2008 – USD 177).

Supervisory Board Members

	2009	2008
David Logan	**36**	51
Gauthier de Biolley	**36**	32
Christos -Alexis Komninos	**36**	32
Tuncay Özilhan	**6**	6
Ali Tigrel	**32**	33
Michel Naquet Radiquet	**36**	23
Total	**182**	177

The remuneration of management board of USD 521 (2008 – USD 743) and supervisory board of USD 182 (2008 – USD 177) were included in personnel expenses.

Management Board Members

	2009		2008	
	Salary	**Bonus**	Salary	Bonus
Mehmet Demir Şarman (Resigned in November 2009)	**133**	**-**	239	135
Gökce Yanaşmayan	**120**	**73**	105	71
Alejandro Jimenez	**122**	**-**	120	-
Can Çaka	**70**	**-**	70	-
Guido Wagenaar	**3**	**-**	3	-
Total	**448**	**73**	537	206

16. MEMBERS OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD

Members of the Supervisory Board and Management Board of the Company as follows:

Members of the Supervisory Board

Mr. Tuncay Özilhan, Chairman
Sir David Logan
Mr. Ali Tigrel
Mr. Christos-Alexis Komninos
Mr. Gauthier de Biolley
Mr. Michel Naquet-Radiquet

Members of the Management Board

Mr. Alejandro Jimenez, Chairman
Mr. Can Çaka
Mr. Gökce Yanaşmayan
Mr. Guido Rober Wagenaar

17. COMMITMENTS AND CONTINGENCIES

Put options

The put option granted to the The European Bank for Reconstruction and Development (EBRD) by the Company that may be exercisable between the 7th and the 10th anniversary of the date of the EBRD's first subscription in the share capital of Efes Moscow has been restructured and the exercisable period of the put option has been revised as between 2011 and 2015. By such put option, the EBRD will be entitled to sell its 8.8% of Efes Moscow shares to the Company at an option price to be determined by an independent valuation.

In accordance with IAS 32 (Financial Instruments: Disclosure and Presentation), the obligation for the participating interest related with put options have been regarded as 'liability for puttable instruments' in the Company's statement of financial position, to be stated at fair value.

The liability for the put option has been measured by applying a weighting of different valuation techniques based on best estimates currently available. Subsequent changes to the valuation of the put options have been recorded as changes to 'liability for puttable instruments' and to goodwill, without any direct impact on the consolidated income statement and equity. In order to give effect to the recognition of the liability for puttable instruments, the equity and net income attributable to the interest of minority shareholders of Efes Moscow has been decreased by 8.8%.

According to the reassessment of the put option, the contingent consideration related with the put option granted to EBRD amounting to USD 60,055, has been presented as 'liability for puttable instruments' in "non-current liabilities" in the consolidated statement of financial position. The difference with the previous year figure in put option liability amounting to USD (6,995) has been recognized in change in fair value of put-option under goodwill.

In accordance with the conditions regarding the exercise of put option given to Tradex that was exercisable between 2007 and 2010, Tradex notified the Company in order to exercise the put option as described in the put option agreement. The Company has assessed the option price for the shares as defined in the put option agreement which is higher of "full USD 0.395 multiplied by number of shares plus interest accrued from the date of the option until the date of completion at a rate of LIBOR + 4.9%" or "the consolidated EBITDA multiplied by a multiple of nine minus net indebtedness". Following the assessment of put option price by the Company, which resulted in the calculation of the option price with the method "full USD 0.395 multiplied by number of shares plus interest accrued from the date of the option until the date of completion at a rate of LIBOR + 4.9%", in August 2009, Efes Moscow purchased the option shares for a total cash consideration of USD 30,308. The difference between the purchase consideration and the previous year liability for put option amounting to USD 1,524 has been recognized in change in fair value of put-option under goodwill.

(Currency – Thousands of U.S. Dollars unless otherwise indicated)

17. COMMITMENTS AND CONTINGENCIES (continued)

Tax and legal matters

Legislation and regulations regarding taxation and foreign currency transactions in most of the territories in which the Group operates continue to evolve as the government manages the transformation from a command to a market-oriented economy. Various regulations are not always clearly written and their interpretation is subject to the opinions of the local, regional and national tax authorities, the Central Bank and Ministry of Finance. Tax declarations, together with other legal compliance areas (for example, customs and currency control matters) are subject to review and investigation by a number of authorities, who are enabled by law to impose significant fines, penalties and interest charges. These facts create tax risks in the territories in which the Group operates substantially more than typically found in countries with more developed tax systems.

Management believes that all applicable taxes have been paid or accrued and the ultimate liability, if any, arising from such actions or complaints will not have a material adverse effect on the financial condition or the results of future operations of the Group.

Rental Obligations

The Company has entered into a rental agreement for the current premises of the Company which is expiring in 2011. The total nominal future obligation of the Company with respect to this rental agreement amounts to USD 154 (2008 – USD 299)

Guarantees Issued

The Company has issued corporate guarantees for the certain bank loans of its subsidiaries amounting to USD 131,275 (2008 – USD 148,270)

18. EVENTS AFTER THE REPORTING PERIOD

In February 2010, Efes Moscow completed a cash capital increase in the amount of USD 200 million. The Group and the minority shareholder EBRD both contributed to this capital increase as per their shareholding therefore Efes Moscow’s effective shareholding rate remains the same.

In February 2010, the Company reprised the Term Loan Facility signed on July 6, 2009 and amounting US$ 300 million (equivalent amount) with the consent of all of the banks at the original facility. Consequently, interest rate of both US$ and EURO tranches declined to LIBOR+300 bps per annum and EURIBOR+300 bps per annum respectively from 475 bps per annum above the related benchmark rates. All other terms, including the maturity of the facility remains the same.

In March 2010, in accordance with the restructuring of the Efes Group Companies located in Russia, the official merger process of Amstar and Rostov Beverages with Efes Moscow has been accomplished.

19. AUDIT FEES

Services provided by Ernst & Young Accountants LLP and Other Ernst & Young Member Firms and Affiliates and audit firms are as follows:

	Ernst & Young Accountants LLP		Other Ernst & Young Member Firms and Affiliates		Total	
	2009	2008	**2009**	2008	**2009**	2008
Audit fee of EBI and its subsidiaries	**111**	104	**268**	294	**379**	398

Management and Supervisory Board Statement

The Member of the Supervisory Board signed the financial statements in order to comply with their statutory obligation pursuant to art. 2:101 paragraph 2 Civil Code.

The members of the Management Board signed the financial statements in order to comply with their statutory obligation pursuant to art. 2:101 paragraph 2 Civil Code and art. 5:25 paragraph 2 sub c Financial Markets Supervision Act.

Members of the Supervisory Board

Mr. Tuncay Özilhan, Chairman
Sir David Logan
Mr. Ali Tigrel
Mr. Christos-Alexis Komninos
Mr. Gauthier de Biolley
Mr. Michel Naquet-Radiquet

Members of the Management Board

Mr. Alejandro Jimenez, Chairman
Mr. Can Çaka
Mr. Gökce Yanaşmayan
Mr. Guido Wagenaar

OTHER INFORMATION

To: the Board of Directors and the Shareholders of Efes Breweries International N.V.

AUDITOR'S REPORT

Report on the company financial statements

We have audited the accompanying company financial statements 2009 of EFES Breweries International N.V., Amsterdam, which comprise the statement of financial position as at December 31, 2009, the profit and loss account, and the statement of changes in equity for the year then ended and the notes.

Management's responsibility

Management is responsible for the preparation and fair presentation of the company-only financial statements and for the preparation of the board of management report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the company-only financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on the company-only financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the company-only financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the company-only financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the company-only financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the company-only financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the company-only financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of Efes Breweries International N.V. as at December 31, 2009, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Amsterdam, March 29, 2010

Ernst & Young Accountants LLP

Signed by J.J. Vernooij

Articles of Association Re Appropriation of Net Income

Subject to the provisions under Dutch law that no dividends can be declared until all losses have been recovered, retained earnings are at the disposal of the shareholders in accordance with Article 18 of Articles of Association of the Company.

Appropriation of Net Income

Preceding a resolution of the shareholders, the board of managing directors proposes that the net profit will be retained.