



MARCH 30<sup>TH</sup>, 2010

# INVITATION TO GENERAL ASSEMBLY

In its meeting dated 30.03.2010 (today) our Board of Directors resolved with unanimous decision of the attendees that "Based on the Company's 2009 calendar year operations, the Annual Ordinary General Assembly is to be held on 29th April 2010 Thursday at 14:00 at the address "Esentepe Mahallesi, Anadolu Caddesi No:3 Kartal/İstanbul" with the agenda set forth below, the related announcement is to be made and all the necessary steps to be taken as required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to materialize and finalize the meeting."

Press adverts for the invitation to our shareholders will be published on 02.04.2010 in the Turkish Trade Registry Gazette and Dünya newspaper.

Balance Sheet, Income Statement and Board of Directors' Annual Report as well as Board of Auditors' and Independent External Auditors' reports for the year 2009 along with a General Assembly Meeting Agenda Information Document will be available for the review of our shareholders at our Company offices and our website at <u>www.anadoluefes.com</u> 3 weeks prior to the meeting.

# Annual Ordinary General Assembly Agenda

1. Election of the Board of the Assembly and authorization of the Board of the Assembly to sign the Minutes of the Meeting on behalf of the General Assembly.

2. Reading out and discussion of the reports of the Board of Directors, Board of Auditors and the Independent External Audit Company.

3. Reading out and discussion of the Consolidated Income Statement and Balance Sheet for 2009 calendar year prepared in accordance with International Financial Reporting Standards (as per the regulations of CMB).

4. Decision to release the members of the Board of Directors and Board of Auditors.

5. Decision on the proposal of the Board of Directors on distribution of profits.

6. Election of the new members of the Board of Directors and the Board of Auditors in place of those whose terms of office have expired and determine the terms of office and remuneration.

7. Information to be given to the shareholders on the donations made by the Company in 2009.

8. Information to be given to the shareholders on the "Dividend Policy" and "Disclosure Policy" according to the Corporate Governance Principles of Capital Markets Board of Turkey.

9. According to the Capital Markets Board communiqué regarding "External Independent Audit", the decision for approval of the selection by the Board of Directors of the external audit company.

10. According to the regulations laid down by the Capital Markets Board, information to be given to the shareholders on any suretyship and guarantees granted or pledges including mortgages instituted by the Company in favor of third persons.

Director)





MARCH 30<sup>TH</sup>, 2010

11. Decision for approval of the attached change in the Articles of Association, which is already approved by the Capital Markets Board and Industry and Trade Ministry.

12. Authorization of the members of the Board of Directors as per Articles 334 and 335 of the Turkish Commercial Code.

11. Closing.

# AMMENDMENT TO ARTICLES OF ASSOCIATION

### **OLD VERSION**

### **OBJECTIVES AND FIELDS OF BUSINESS:**

<u>Article 4</u>) The Company has been founded for the following purposes:

- a) To manufacture malt and beer, and to this end, to produce, manufacture and sell beer yeast, malt extract, pulp, carbon dioxide, ice and other beverages, edible barley and other byproducts, and plastic beer and beverage crates and other plastic materials and items, and to import and export all and any commercial and industrial products and materials in strict compliance with the applicable laws and regulations.
- b) To establish, own, lease and operate factories and plants for the above outlined purposes.
- c) To establish, own, lease and operate cold stores and to engage in storage and warehousing business.
- d) To open and operate stores, shops and sales outlets for sale of its products, and promote and advertise its products.

The Company may found new companies or acquire shares in the existing companies, local or foreign, active in the same fields of business with the Company or engaged in other fields of business.

## **NEW VERSION**

### **OBJECTIVES AND FIELDS OF BUSINESS:**

<u>Article 4</u>) The Company has been founded for the following purposes:

- a) To manufacture malt and beer, and to this end, to produce, manufacture and sell beer yeast, malt extract, pulp, carbon dioxide, ice and other beverages, edible barley and other byproducts, and plastic beer and beverage crates and other plastic materials and items, and to import and export all and any commercial and industrial products and materials in strict compliance with the applicable laws and regulations.
- b) To establish, own, lease and operate factories and plants for the above outlined purposes.
- c) To establish, own, lease and operate cold stores and to engage in storage and warehousing business.
- d) To open and operate stores, shops and sales outlets for sale of its products, and promote and advertise its products.

The Company may found new companies or acquire shares in the existing companies, local or foreign, active in the same fields of business with the Company or engaged in other fields of business.

For further information regarding Anadolu Efes, please visit our website at <a href="http://www.anadoluefes.com/">http://www.anadoluefes.com/</a> or you may contact; Mr. Can Çaka (CFO and Investor Relations Director)</a> Mrs. Çiçek Uşaklıgil (Investor Relations Manager)



as

MARCH 30<sup>TH</sup>, 2010

The Company may purchase, hire, lease, sell or otherwise dispose of all types of real estate, securities and ships, for its own objectives and within its fields of business. Without operating a brokerage and securities portfolio management businesses, the Company may purchase and sell or otherwise trade all types of stock certificates, bonds, debentures and other securities, and may pledge or otherwise encumber them.

Subject to special situations, with making the required disclosures upon the demand of the Capital Markets Board in order to inform its investors, the Company may establish mortgages on its own real estates and ships as a security for repayment of its own debts or the debts of third persons, accept mortgages to secure its receivables, and likewise, the Company may pledge its personal properties as a security for repayment of its own debts or the debts of third persons, and may restrict its properties with commercial enterprise pledges, and may accept pledges in favor of the Company. The Company may give or receive all types of cash or non-cash guarantees and sureties in favor of third parties. The Company may further give or receive all types of personal guarantees or guarantees in kind, and may take all actions in relation therewith, for the purpose of securitization and collection of its receivables, claims and rights.

May operate in compliance with the applicable rules and regulations governing the electricity market, mainly with the intention of supplying the electricity and thermal energy for its own requirements under an auto-producer licence, to build a production plant, to produce electricity and thermal energy, in case of surplus production, within the framework of the afore mentioned rules and regulations, to sell the produced electricity and thermal energy and/or The Company may purchase, hire, lease, sell or otherwise dispose of all types of real estate, securities and ships, for its own objectives and within its fields of business. Without operating as a brokerage and securities portfolio management businesses, the Company may purchase and sell or otherwise trade all types of stock certificates, bonds, debentures and other securities, and may pledge or otherwise encumber them.

Subject to special situations, with making the required disclosures upon the demand of the Capital Markets Board in order to inform its investors, the Company may establish mortgages on its own real estates and ships as a security for repayment of its own debts or the debts of third persons, accept mortgages to secure its receivables, and likewise, the Company may pledge its personal properties as a security for repayment of its own debts or the debts of third persons, and may restrict its properties with commercial enterprise pledges, and may accept pledges in favor of the Company. The Company may give or receive all types of cash or non-cash guarantees and sureties in favor of third parties. The Company may further give or receive all types of personal guarantees or guarantees in kind, and may take all actions in relation therewith, for the purpose of securitization and collection of its receivables, claims and rights.

Regulations laid down by the Capital Markets Board shall be primarily complied with in connection with any suretyship and guarantees to be granted or pledges including mortgages to be instituted by the Company in favor of third persons.

May operate in compliance with the applicable rules and regulations governing the electricity market, mainly with the intention of supplying the electricity and thermal energy for its own requirements under an auto-producer licence, to build a production plant, to produce electricity and thermal energy, in case of surplus production, within the framework of the afore mentioned rules and regulations, to sell the produced electricity and thermal energy and/or

For further information regarding Anadolu Efes, please visit our website at http://www.anadoluefes.com/ or you may contact; Mr. Can Caka Mrs. Çiçek Uşaklıgil (CFO and Investor Relations (Investor Relations Manager) Director)







Coca Cola

MARCH 30<sup>TH</sup>, 2010

capacity to other corporate persons or free consumers holding a license and it may, as long as it does not involve commercial purposes, to procure every kind of equipment and fuel for the electricity production plant.

If at any time it is deemed useful for the Company to enter into any sector or industry other than the above listed fields of business, the Company may engage in such other fields of business by a decision of its General Assembly of Shareholders upon a proposal of the Board of Directors. However, such a decision requires an amendment to this Articles of Association and it is subject to approval, registration and announcement pursuant to the relevant provisions of the Turkish Commercial Code and the Capital Markets Law. capacity to other corporate persons or free consumers holding a license and it may, as long as it does not involve commercial purposes, to procure every kind of equipment and fuel for the electricity production plant.

If at any time it is deemed useful for the Company to enter into any sector or industry other than the above listed fields of business, the Company may engage in such other fields of business by a decision of its General Assembly of Shareholders upon a proposal of the Board of Directors. However, such a decision requires an amendment to this Articles of Association and it is subject to approval, registration and announcement pursuant to the relevant provisions of the Turkish Commercial Code and the Capital Markets Law.

For further information regarding Anadolu Efes, please visit our website at http://www.anadoluefes.com/ or you may contact;

Mr. Can Çaka (CFO and Investor Relations Director) Mrs. Çiçek Uşaklıgil