

ANADOLU EFES BİRACILIK VE MALT SAN. A.Ş.

GENERAL ASSEMBLY INFORMATION DOCUMENT

In its meeting dated 30.03.2010 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 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 www.anadoluefes.com 21 days prior to the meeting.

Annual Ordinary General Assembly Agenda and Explanations

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.

Explanation: The Chairman and the Presiding Council that will chair the General Assembly Meeting will be elected pursuant to the regulations of the Turkish Commercial Code (TCC) and the regulations on the “General Assembly Meetings of Capital Companies and the Commissioner of the Ministry of Industry and Commerce at these meetings”.

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

Explanation: Pursuant to the regulations of TCC, Capital Markets Board (CMB) and Ministry of Industry and Commerce, reports of Board of Directors and of Board of Auditors as well as the summary of Independent Auditors’ Report for the year ended 31.12.2009 will be read in the General Assembly Meeting and submitted to approval of our Shareholders.

The above mentioned reports have been made available for reviews of our Shareholders at the Company Head Office and www.anadoluefes.com website.

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).

Explanation: Pursuant to the regulations of the TCC, CMB and the regulations of the Ministry of Industry and Commerce, the balance sheet as of 31.12.2009 and income statement for the year ended 31.12.2009, prepared in accordance with International Financial Reporting Standards as per the regulations of CMB, will be read, deliberated and submitted for the approval of the assembly. The reports have been made available for review of our Shareholders at the Company Head Office and www.anadoluefes.com website.

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

Explanation: Pursuant to the regulations of the TCC and the regulations of the Ministry of Industry and Commerce the acquittal of the members of the Board of Directors and the Board of Auditors for their activities, procedures and accounts for the year 2009 will be submitted for the approval of the General Assembly.

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

Explanation: According to the financial results for the year ended 31.12.2009, prepared within the framework of the Communiqué of the Capital Market Board, Series: XI, Number 29, and in compliance with the International Financial Reporting Standards, and audited by Güney Bağımsız Denetim ve S.M.M.M. A.Ş. (Ernst & Young), the dividend distribution table has been given below and on our website at www.anadoluefes.com.

Our cash dividend proposal of gross 0.32 TL, net 0.2720 TL per each share with 1 TL nominal value, thereby ensuring a 32.0% gross dividend distribution over the issued capital totalling 144,000,000 TL, will be distributed following the approval of the proposal by the General Assembly.

DIVIDEND DISTRIBUTION PROPOSAL (31.12.2009 -TL)

Consolidated Profit	544,070,287.95
Provision for Taxes (-)	121,481,896.00
Net Profit	422,588,391.95
Previous Years' Losses (-)	0.00
(*) First Series of Legal Reserves(-)	15,577,557.91
NET DISTRIBUTABLE PROFIT	407,010,834.04
Donations within the year (+)	22,296,778.01
Net Distributable Profit including the Donations to calculate the First Dividend to Shareholders	429,307,612.05
First Dividend to Shareholders of Ordinary Shares (20%)	144,000,000.00
Dividends to the holders of Preferred Shares	0.00
Dividends to Board of Directors	17,738,530.87
Dividends to Founders	7,240,216.68
Second Dividend to Shareholders of Ordinary Shares	0.00
Second Series of Legal Reserves	14,647,874.75
EXTRAORDINARY RESERVES	223,384,211.74

* Calculated by application of the Turkish Commercial Code Article 466 as per Articles of Association, from the amount after addition of donations

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.

Explanation: Pursuant to the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the General Assembly will assign the members of the Board of Directors.

In that respect, the replacement of Mr. Süleyman Vehbi Yazıcı with Mr. Mehmet Nuri Yazıcı will be submitted for approval to the shareholders. Other members of the Board of Directors will resume their duties for one year following the approval of the assembly.

Information concerning the curriculum vitae of the other nominees for the board memberships is provided in our 2009 Annual Report and at our website at www.anadoluefes.com.

Procedures for the Election of Members of Board of Directors:

Members of our Board of Directors will be elected considering the rules, concerning the election of the Board of Directors, in accordance with the Turkish Commercial Code and the regulations of the Ministry of Industry and Commerce, in line with the Articles of Association of our Company.

According to the 20th and 21st articles of the Articles of Association of our Company; “Our company will be managed and directed by a Board of Directors consisting of minimum 7 and maximum 13 members. Maximum term of office of the Directors is three years. Any Director whose term of office is over may be re-elected. Even if their term of office is over, the Directors will continue to hold office in the Board of Directors until the next meeting of the General Assembly of Shareholders.”

Currently our Board of Directors consist of 11 members. Mr. Tuncay Özilhan (Chairman), Mr. İbrahim Yazıcı (Vice Chairman), Mr. Süleyman Vehbi Yazıcı, Mrs. Tülay Aksoy, Mrs. Gülten Yazıcı, Mrs. Hülya Elmalıoğlu, Mr. Ahmet Oğuz Özkardeş, Mr. Metin Ecevit, Mr. Rasih Engin Akçakoca, Mr. Recep Yılmaz Argüden and Mr. Mehmet Cem Kozlu.

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

Explanation: In accordance with Article 7 of the Communiqué of the Capital Market Board Series: IV, Number: 27, the donations, made within the year must be presented for approval of the General Assembly. The article in question is not related to the approval of the General Assembly and is intended only for information purposes. In line with Article 62 of the Articles of Association of our Company, “Out of the profit before corporate tax and other taxes and funds levied on and payable by the Company, a minimum portion of 2% will be donated to Anadolu Education and Welfare Foundation, as long as it is tax exempt and without prejudice to the first dividends to be distributed to the shareholders.” In compliance with the mentioned provision of the Articles of Association, our company has donated a total of TL 22,296,778.01 in 2008, including the donations to the Anadolu Education and Welfare Foundation.

8. Information to be given to the shareholders on the “Dividend Policy” and “Disclosure Policy” implemented in accordance with the Corporate Governance Principles.

Our Company works within the framework of all existing regulations and the “Corporate Governance Principles” announced and accepted by CMB on 04.07.2003 with resolution no:35/835 and subsequently revised by a resolution dated 10.12.2004 and with no: 48/1588. Our company aims to develop structures and principles that are appropriate for the conduct of our business and which will serve best for the benefit of our shareholders and other stakeholders. According to the Corporate Governance Principles issued by CMB, our company established a “Dividend Policy” and “Disclosure Policy”. These policies are a part of our Corporate Governance Compliance Report, which is available at our website at www.anadoluefes.com and in our annual report.

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.

Explanation: In accordance with Article 6 of the Part Three of the Communiqué of the Capital Market Board Series: X, Number: 22, the independent auditor firm selection, to be made by the Board of Directors, must be presented for approval of the General Assembly.

Our Board of Directors with the proposal of our Audit Committee will select an independent auditor to our company for the fiscal year 2010 and this will be presented for the approval of our shareholders in the General Assembly.

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.

There is no suretyship and guarantees granted or pledges including mortgages instituted by the Company in favor of third persons.

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.

Approved by the Capital Markets Board and Industry and Trade Ministry, the following sentence is proposed to be inserted in Article 4 article d “Scope and Objectives” section of Anadolu Efes’ Articles of Association: “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.” in line with the resolution adopted in Capital Markets Board meeting dated 09.09.2009 number 28/780.

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

Explanation: As the performance of transactions by the members to the Board of Directors, under Article 334 of the TCC, titled “Prohibition of Transactions with Company” and Article 335, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

In 2009 neither of the members of the Board of Directors, management, majority shareholders or people with privileges to access confidential information has conducted any act that is within the scope of our Company’s business.

11. Closing.

AMMENDMENT TO ARTICLES OF ASSOCIATION

OLD VERSION

OBJECTIVES AND FIELDS OF BUSINESS:

Article 4) 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 by-products, 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.

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

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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.

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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 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.

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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.

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