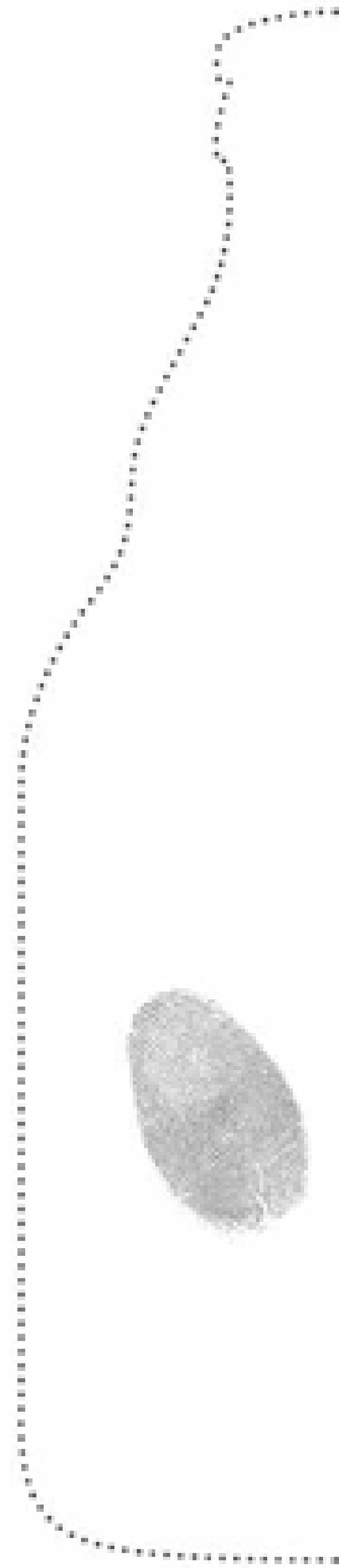
Anadolu Efes
Annual Report 2011



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About the charcoal drawings used in this report:
Anadolu Efes's Board of Directors was also on hand at the opening ceremony for Osmancık Sokak, a gentrified street in the town of Kadıköy on İstanbul's Asian side that hosts a growing array of cafes, galleries, and other daytime and night-life venues. One of the events of the opening was an exhibition of charcoal drawings centered around the theme "There's Life In The Street". The works were done by art students Nilay Kalaycıoglu, Büşra Şen, Kağan Ezel, Serdar Oruç, and Elif Çetinkaya were shown at the gallery located on "Hayalperest", an Efes outlet, in Osmancık Sokak.

We are proud to be coming before you as Anadolu Efes once again after yet another success-filled year.

We owe a debt of thanks to you– our valued employees, shareholders, consumers, and business partners–who once again supported and gave us a hand in all of our activities in 2011 just as you have been doing for years.

That's because you too have been a part of every success that we have ever achieved on our long journey.

Anadolu Efes in Brief

With 16 beer breweries, 7 malteries, and 20 bottling plants located in 15 countries, Anadolu Efes is a potent international force

Anadolu Efes is a group of companies which are engaged in the making and marketing of beer, malt, and soft drinks across a broad region that includes Turkey, Russia, the Community of Independent States, and countries in southeastern the Europe and the Middle East.

Anadolu Efes is owned by Anadolu Endüstri Holding A.Ş. (AEH or Anadolu Group), one of biggest holding companies in Turkey. Anadolu Efes is responsible for AEH's beverage sector activities.

Anadolu Efes began its production and trading activities with two breweries that it opened in Turkey in 1969. Their combined annual production capacity at the time was just 300,000 liters. In a short time period however Anadolu Efes became the leading brewer in its home market.

Anadolu Efes carries out its international operations through Efes Breweries International NV (EBI), a wholly-owned, Netherlands-based subsidiary. The company is also the biggest shareholder in Coca-Cola İçecek A.Ş. (CCİ), a Turkey-based Coca-Cola bottler that is active both in Turkey and international markets.

With 16 beer breweries, 7 malteries, and 20 bottling plants located in 15 countries, Anadolu Efes is a potent international force. The company's products and services are supplied to more than 600 million consumers throughout a broad region.

Anadolu Efes's activities are conducted by two divisions, of which one is primarily responsible for beer and the other for soft drinks.

Anadolu Group

The foundations of Anadolu Group were laid in the early 1950s by members of the Özilhan and Yazıcı families in Turkey. In 1969, a diverse assortment of companies and activities was brought together under a single holding company, Anadolu Endüstri Holding. Since its inception, the Anadolu Group has grown steadily, becoming what is today, a conglomerate of more than 80 companies in 15 countries ranging from the Atlantic to the Pacific which are active mainly in beer, soft drinks, automotives, retailing, and financial services.

In recent years, the Anadolu Group has been further expanding the scope of its activities with investments in IT, electronics, energy, food, and health services.

As a pioneering leader with a long-term vision of the future, the Anadolu Group decided to expand internationally in the 1990s. In line with this decision, AEH entered into strong business partnerships through which it began making such global brand names as Coca-Cola, Miller, Beck's, Isuzu, Kia, Geely, Lombardini, Faber-Castell, Hisense, and McDonald's accessible to the Turkish market. In addition to supplying goods and services for six decades in Turkey, the Anadolu Group has also been at the service of consumers in other countries now for twenty years.

Seven of the Anadolu Group's subsidiaries are traded on the İstanbul Stock Exchange (ISE). In its capacity as a multinational with a global outlook, AEH continues to keep a close eye on target markets in its ongoing efforts to undertake new investments.

The most recent addition to the group's lineup was the result of a decision to enter into a strategic collaboration with SABMiller plc in Turkey and Russia as well as in CIS, Central Asian and Middle Eastern countries in which AEH is active.

Vision & Mission

Beer Group

Vision
To become the most admired beer company in the countries we operate

Mission
We help people enjoy life better through responsible enjoyment of our products

Soft Drinks Group

Vision
Be the outstanding beverage company leading the market, inspiring people, adding value through excellence

Mission
Build a sustainable and profitable business through refreshing consumers, partnering with customers, delivering superior value to shareholders and being trusted by communities

Anadolu Efes Subsidiaries*

Beer Group

- As measured by sales volumes, Anadolu Efes is Europe's fifth and the world's 12th biggest beer-maker. At end-2011, Anadolu Efes had annual production capacities of 35.2 million hectoliters of beer and 290,000 tons of malt. Anadolu Efes controls a portfolio of 29 brands of which 9 are related to brewing activities in Turkey and 20 are related to international brewing activities carried out in four other countries.
- One of Anadolu Efes's strategic priorities is to make acquisitions which will create value added in the region consisting of Turkey, Russia, CIS, and Southeast Europe where its brewing operations are concentrated.
- Anadolu Efes is committed to constantly developing new areas of business and to expanding the theater of its operations in line with its policy of pursuing sustainable growth.

(*) As of 31 December 2011

Brewing operations in Turkey

- With five breweries, two malteries, and one hops processing facility, Anadolu Efes is Turkey's biggest beer-maker and by far the unchallenged leader of the home market of which it controls an 87% share. With annual production capacities of 10 million hectoliters of beer and 115,000 tons of malt in Turkey, Anadolu Efes exports its primary brand "Efes" to 74 countries.
- Efes Pazarlama ve Dağıtım Ticaret A.Ş. (EFPA) is a wholly-owned subsidiary which is responsible for the conduct of Anadolu Efes's sales, distribution, and marketing activities in Turkey. EFPA controls a network of 187 dealers and 28 distributors in 10 sales regions to keep consumers all over the country supplied with Anadolu Efes products. It also makes sales directly in five of Turkey's biggest cities. A powerful company-wide SAP system provides EFPA with the detailed information it needs to conduct its operations in a timely and efficient manner.
- Another Anadolu Efes subsidiary is Tarbes Tarım Ürünleri ve Besicilik Sanayi ve Ticaret (Tarbes), an agricultural company that produces hops, an essential raw material in beer-making. With a production capacity of 300 tons of pelletized product a year, Tarbes keeps Anadolu Efes supplied with all of the hops it needs to carry out its brewing operations in Turkey.

International brewing operations

- Internationally, Anadolu Efes is active in Russia, Kazakhstan, Moldova, and Georgia where it owns and operates 9 breweries and 5 malteries with annual production capacities of 25.2 million hectoliters of beer and 170,000 tons of malt respectively.
- Anadolu Efes's international brewing operations are conducted through EBI, a wholly-owned Netherlands-based subsidiary. EBI also controls a 28% stake in Central Europe Beverages, a company whose two breweries in Serbia make it the third biggest beer-maker in that country's market.
- In addition to exporting Efes brand throughout the world, Anadolu Efes also has organizations which conduct and/or coordinate group product sales, distribution, and marketing activities through companies which are owned or controlled in Belarus and Azerbaijan.
- Efes Deutschland GmbH, Anadolu Efes's wholly-owned subsidiary in Germany, has begun selling "Efes Pilsener" brand beer which is manufactured for it by Einbecker Brauhaus AG under an agreement with that firm.

100.0% **Efes Breweries International N.V.**

- **91.0%** Moscow Efes Brewery, Russia
- **72.0%** Efes Karaganda Brewery, Kazakhstan
- **96.8%** Efes Vitanta Moldova Brewery, Moldova
- **100.0%** Efes Trade BY FLLC, Belarus
- **100.0%** JSC Lomisi, Georgia
- **28.0%** Central Europe Beverages N.V. (CEB), Serbia

Soft Drinks Group

- Anadolu Efes conducts its national and international activities in the soft drinks sector through Coca-Cola İçecek A.Ş. (CCİ), a company in which it controls a 50.3% stake. Employing more than 9,000 people, CCİ is responsible for manufacturing, selling, and distributing Coca-Cola Company (TCCC) branded beverages not just in Turkey but also in Azerbaijan, Jordan, Kazakhstan, Kyrgyzstan, Pakistan, Syria, and Turkmenistan. The company's goods are also exported to Tajikistan as well.
- Twenty plants and an annual bottling capacity of 1,154 million unit cases make it possible for CCİ to keep nearly 370 million consumers supplied with a rich array of still options–fruit juices, bottled water, energy and sports drinks, iced tea, and tea–in addition to sparkling beverages.
- As measured by sales volumes, CCİ is the sixth biggest bottler in the Coca-Cola System. It ranks first in all of the markets in which it has production activities with the exception of those of Jordan and Pakistan, where it ranks second.

50.3% **Coca-Cola İçecek A.Ş.**

- **99.7%** Coca-Cola Almaty Bottlers LLP,* Kazakhstan
- **99.9%** Azerbaycan Coca-Cola Bottlers Ltd,* Azerbaijan
- **100.0%** Coca-Cola Bishkek Bottlers CJSC,* Kyrgyzstan
- **100.0%** CC Beverage Limited, Iraq
- **100.0%** Coca-Cola Satış Dağıtım A.Ş. (CCSD)
- **59.5%** Türkmenistan Coca-Cola Bottlers Ltd., Turkmenistan
- **50.0%** Syrian Soft Drink Sales and Distribution L.L.C., Syria
- **90.0%** The Coca-Cola Bottling Company of Jordan Ltd., Jordan
- **49.4%** Coca-Cola Beverages Pakistan Ltd., Pakistan
  - **100.0%** Waha Beverages B.V.
  - **100.0%** Mahmudiye Kaynak Suyu Ltd. Şti.

(*) Direct and Indirect total shareholding.


DARK
BIRA

Pursuing rapid as well as controlled growth, Anadolu Efes is the world's twelfth and Europe's fifth biggest beer-maker.

Geographic Footprint

Beer Operations

Soft Drink Operations

Russia

Population: 138.7 million [1]

Beer Operations
Breweries: 5
Malteries: 5
Preform manufacturing plants: 1
Brewing capacity: 20.2 mhl
Malt production capacity: 175 thousand tons
Per capita consumption: 69 liters/year[2]
Market share: 11%[4]
Market position: 4th

Moldova

Population: 4.3 million [1]

Beer Operations
Breweries: 1
Brewing capacity: 1.4 mhl
Per capita consumption: 34 liters/year[3]
Market position: 1st

Georgia

Population: 4.6 million [1]

Beer Operations
Breweries: 1
Brewing capacity: 1.2 mhl
Per capita consumption: 16 liters/year[3]
Market position: 1st

Belarus[5]

Population: 9.6 million[1]

Beer Operations
Per capita consumption: 53 liters/year[3]

Serbia

Population: 7.3 million[1]

Beer Operations
Breweries: 2
Per capita consumption: 64 liters/year[3]

Germany [6]

Population: 81.4 million [1]

Beer Operations
Per capita consumption: 106 liters/year [3]

Turkey

Population: 74.7 million [1]

Beer Operations
Breweries: 5
Malteries: 2
Hop processing facilities: 1
Brewing capacity: 10 mhl
Malt production capacity: 115 thousand tons
Per capita consumption: 12 liters/year[3]
Market share: 87%[4]
Market position: 1st

Soft Drink Operations
Plants: 8
Market share: 70%
Market position: 1st

Kazakhstan

Population: 15.5 million[1]

Beer Operations
Breweries: 2
Brewing capacity: 2.4 mhl
Per capita consumption: 35 liters/year[3]
Market share: 47%[4]
Market position: 1st

Soft Drink Operations
Plants: 1
Market share: 37%[4]
Market position: 1st

Azerbaijan [5]

Population: 8.4 million [1]

Beer Operations
Per capita consumption: 7 liters/year [3]

Soft Drink Operations
Plants: 1
Market share: 57%[4]
Market position: 1st

(1) Turkish Statistical Institute, CIA World Factbook, Economist Intelligence Unit.
(2) AEFES estimate
(3) Canadean, Global Beer Trends 2011 (projection).
(4) The Nielsen Company, January-December 2011.
(5) In addition to exporting Efes brand throughout the world, Anadolu Efes also has organizations which conduct and/or coordinate group product sales, distribution, and marketing activities through companies which are owned or controlled in Belarus and Azerbaijan.
(6) Since March 2010, Efes Deutschland GmbH, Anadolu Efes's wholly-owned subsidiary in Germany, has been selling "Efes Pilsener" brand beer which is manufactured for it by Einbecker Brauhaus AG under an agreement with that firm.
(7) CCİ estimate.

Pakistan

Population: 188.9 million (1)

Soft Drink Operations

Plants: 6
Market share: 28%(4)
Market position: 2nd

Iraq

Population: 32.2 million (1)

Soft Drink Operations

Plants: 1

Turkmenistan

Population: 5.0 million (1)

Soft Drink Operations

Plants: 1
Market position: 1st (7)

Jordan

Population: 6.5 million (1)

Soft Drink Operations

Plants: 1
Market position: 2nd

Kyrgyzstan

Population: 5.5 million (1)

Soft Drink Operations

Plants: 1
Market position: 1st (7)

Syria

Population: 23.0 million (1)

Soft Drink Operations

Market position: 2nd

Tajikistan

Population: 7.8 million (1)

Soft Drink Operations

Principal Operational and Financial Indicators

Income Statement: Principal Items [1]	2011	2010	change%
Sales volumes			
Beer (mhl [2])	23.0	24.2	-4.7%
Soft Drinks (mn unit cases [3])	761.7	665.4	14.5%
Net sales (TRL thousand)	4,761,266	4,168,793	14.2%
Operating profit (TRL thousand)	605,120	693,624	-12.8%
Operating profit margin	12.7%	16.6%	
Depreciation and amortization (TRL thousand)	335,607	301,031	11.5%
Net income (TRL thousand)	341,175	503,640	-32.3%
Net profit margin	7.2%	12.1%	
EBITDA [4] (TRL thousand)	953,416	1,019,004	-6.4%
EBITDA margin [4]	20.0%	24.4%	

Balance sheet: Principal items			
Cash, cash equivalents, marketable securities (TRL thousand)	940,231	994,414	-5.4%
Total assets (TRL thousand)	6,420,709	5,588,831	14.9%
Shareholders' equity (TRL thousand)	3,143,921	2,767,087	13.6%
Total financial debt (including finance leasing obligations) (TRL thousand)	2,099,477	1,764,496	19.0%
Net financial debt / EBITDA	1.2X	0.8X	
Capital expenditures (Gross[5]) (TRL thousand)	553,399	330,714	67.3%
Number of shares	450,000,000	450,000,000	
Earnings per share[6]	0.7582	1.1192	-32.3%
Average number of full-time employees	15,507	15,202	2.0%

[1] 50.3% of CCİ's consolidated results are consolidated into Anadolu Efes's financial statements in recognition of the 50.3% stake which the latter controls in the former.
[2] 1 million hectoliter = 100 million liters
[3] 1 unit case = 5,678 liters
[4] EBITDA (earnings before interest, taxes, depreciation, and amortization) is calcutated by adding or subtracting depreciation and other relevant non-cash items up to profit from operations.
[5] Does not include company acquisitions.
[6] Earnings per share is calculated by dividing net profit for the period attributable to ordinary shareholders by the weighted average number of outstanding ordinary shares during the reporting period.

Capital and Shareholding Structure

	31 December 2011		31 December 2010	
	Amount (TRL thousand)	%	Amount (TRL thousand)	%
Yazıcılar Holding A.Ş.	139,787	31.06	139,251	30.94
Özilhan Sınai Yatırım A.Ş.	79,813	17.74	78,937	17.54
Anadolu Endüstri Holding A.Ş.	35,292	7.84	35,292	7.84
Publicly traded and others	195,108	43.36	196,520	43.68
	450,000	**100.00**	**450,000**	**100.00**

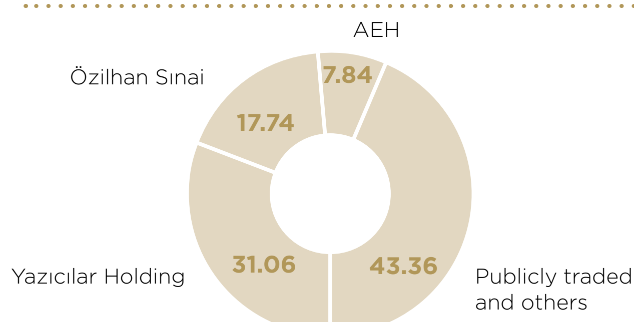
31.1% of Anadolu Efes's shares are controlled by Yazıcılar Holding A.Ş. (Yazıcılar Holding), 17.7% by Özilhan Sınai Yatırım A.Ş. (Özilhan Sınai), and 7.8% by AEH while the remaining 43.4% are publicly traded. Control of the company's third biggest shareholder AEH is split between Yazıcılar Holding (68%) and Özilhan Sınai (32%). Yazıcılar Holding is a publicly traded company whose shares are quoted on the İstanbul Stock Exchange (ISE) under the symbol YAZIC.IS.

As of 31 December 2011, Anadolu Efes's registered capital ceiling was TRL 900,000,000, of which TRL 450,000,000 had been issued as shares.*

The company's shares have consistently attracted above-average attention on the part of foreign institutional investors active at the ISE ever since it began trading there in 2000. Anadolu Efes is one of the largest publicly-held firms quoted on the ISE, where its shares are traded under the symbol AEFES.IS. The level of foreign institutional investment in Anadolu Efes's free float is also among the highest of any ISE-listed firm.

Because of its participation in the Level-1 American Depository Receipt (ADR) program (AEBZY / Cusip No: 032523102), Anadolu Efes shares may be bought and sold by private as well as institutional investors based outside Turkey on the over-the-counter (OTC) market in the United States.

Capital and Shareholding Structure (%)



* The company's capital was increased to TRL 592,105,263 as of 6 March 2012.

Anadolu Efes Timeline

Beer Group

1969
The group's first beer brand Efes Pilsen commences production at the Efes Beverages Group's first two breweries–Erciyas Biracılık (İstanbul) and Ege Biracılık (İzmir)–and goes on sale.

1971
Tarbes commences production and begins supplying the group's breweries with the hops they need.

1973
Production begins at the group's maltery in Afyon.

1974
Güney Biracılık, the group's third brewery, commences production.

1984
Production begins at Anadolu Biracılık, the group's second maltery.

1986
Efes Pazarlama (EFPA) is set up to handle the group's marketing and sales in Turkey.

1995
Equipped with the most advanced technology available, the group's fourth brewery, Ankara Biracılık, goes into production.

Soft Drinks Group

1993
Efes Sınai Yatırım Holding A.Ş. (Efes Sınai) is set up to undertake Coca-Cola bottling investments in CIS countries.

1994
25% of Efes Sınai shares are sold to foreign institutional investors in a private placement.

1995
Coca-Cola Almaty Bottlers (CCAB), a Coca-Cola bottling plant owned by Efes Sınai, commences operation in Kazakhstan.

1996
Efes Sınai-owned Coca-Cola Bishkek Bottlers (CCBB) and Azerbaijan Coca-Cola Bottlers (ACCB) commence production.

Anadolu Efes acquires Coca-Cola Company's 33% stakes in the firms of Ansan, Maksan, Meda, and Mepa– four Coca-Cola bottling and marketing companies that account for 80% of Coca-Cola Turkey's operations.

Kazakhstan-based Karaganda Brewery is acquired when it undergoes privatization.

1998
The group increases the number of its breweries in Turkey by purchasing the assets of the Toros brewery along with the "Marmara" brand name.

Efes Breweries International (EBI) is set up in Holland to conduct the group's international beer operations.

Production commences at the group's plant in Ploieşti, Romania's newest and most modern brewery.

1998
Turkey's only exclusive Coca-Cola bottler, Coca-Cola Bottlers of Turkey (CCBT), is set up. Combined with those held by other members of the Anadolu Group, Anadolu Efes's stake in this company reaches 40%.

A public offering of 48% of shares in Efes Sınai takes place on the İstanbul and London stock Exchanges.

1999
Moscow Efes Brewery (MEB), in which the European Bank for Reconstruction and Development and the Moscow municipality also control stakes, commences production at a new plant in that city.

The "Stary Melnik" brand launched in Russia.

MEB begins producing malt.

2000
Four publicly traded beer- and malt-making members of the Efes Beverages Group (Erciyas Biracılık, Ege Biracılık, Güney Biracılık, and Anadolu Biracılık) are merged together to form Anadolu Efes.

2000
CCBT is reorganized as two separate companies: Coca-Cola İçecek Üretim (beverages making) and Coca-Cola Satış ve Dağıtım (sales and distribution).

2002
Anadolu Efes ADRs begin trading on a Level-1 basis in the United States.

EBI undergoes a share capital increase in which 15% of its capital is sold in a private placement to foreign institutional investors.

2002
Coca-Cola bottling operations in Turkey are reorganized as a production company (CCİ) and a sales and marketing company that is CCİ's wholly-owned subsidiary.

Anadolu Efes Timeline

Beer Group

2003
The Vitanta Intravest SA brewery located in the Moldavian city of Chisinau is acquired and the firm of Efes Vitanta Moldova Brewery is set up. In addition to beer, the company becomes the leader of the soft drinks and bottled water markets in Moldova.

Production gets under way at a newly established brewery in the Russian city of Rostov.

Production gets under way at a newly established brewery in the city of Almaty in Kazakhstan.

The Amstar brewer located in the Russian city of Ufa in the Urals region is acquired.

A majority stake is acquired in the Pancevo brewery located near Belgrade in Serbia, after which the brewery is renamed "Efes Weifert".

2004
EBI undergoes an initial public offering and is listed on the London Stock Exchange.

A majority stake is acquired in the Zajecar brewery in Serbia. With this acquisition, EBI becomes the third biggest beer-maker in the country.

2006
Russia's seventh biggest beer-maker, the Krasny Vostok Brewing Group (KV Group), is acquired.

EBI's shares in a Romanian brewery being operated on a 50-50 joint venture basis with InBev SA (InBev) are sold to InBev.

Soft Drinks Group

2005
Efes Sınai and a local partner join forces in Iraq, thereby acquiring exclusive sales and distribution rights for all Coca-Cola branded products in that country as well as an option to undertake production and bottling operations for the Iraqi market.

Efes Sınai acquires 90% of Coca-Cola Bottling Company of Jordan, which is responsible for Coca-Cola bottling activities in that country.

2006
CCİ shares are floated on the İstanbul Stock Exchange.

All of Anadolu Efes's soft drinks operations are reorganized and brought under the control of CCİ. This is followed by a merger of Efes Sınai into CCİ, the formalities of which are completed with the merger's registration on 25 December 2006.

CCİ acquires Mahmudiye natural spring water company in Turkey.

2008
EBI acquires a 100% stake in Lomisi Ltd, a leading brewer in Georgia.

EBI and Heineken decide to enter into a strategic collaboration in the Serbian and Kazakh markets. The ensuing operational mergers are completed in the third (Serbia) and fourth (Kazakhstan) quarters of the year.

2009
Anadolu Efes relaunches its "Efes" brand, introducing a new logo and packaging that it now makes use of in all the countries in which it is active.

Anadolu Efes announces that it intends to buy up EBI shares that it does not already own. As a result of the ensuing acquisitions that are made, Anadolu Efes's stake in EBI increases to 73.5%.

2010
Efes Deutschland GmbH, Anadolu Efes's wholly-owned subsidiary in Germany, begins selling "Efes Pilsener" brand beer which is manufactured for it by Einbecker Brauhaus AG under an agreement with that firm.

EBI becomes a wholly-owned subsidiary of Anadolu Efes, whereupon EBI's shares delisted on the London Stock Exchange as of October 6th.

2011
Anadolu Efes signs a collaboration agreement with SABMiller. One of the world's biggest beer-makers, SABMiller has brewing and distribution agreements of its own on six continents.

2008

CCİ enters into an agreement governing the Turkish sale and distribution rights of herbal, fruit, green, and black teas produced by TCCC-owned Doğadan Gıda Ürünleri Sanayi ve Pazarlama A.Ş. (Doğadan) in Turkey.

CCİ acquires 49% of the shares in Coca-Cola Beverages Pakistan Ltd (CCBPL), in which TCCC formerly controlled a majority stake.

2009
Anadolu Efes acquires 33.3% of Etap Tarım ve Gıda Ürünleri Ambalaj Sanayi ve Ticaret A.Ş. ("Etap"), a company which makes fruit juice concentrates in Turkey and also sells them in the domestic and international markets.

CCİ acquires some of the water-related asset, access, authorization, and license rights of Sandras, a natural spring water company.

2010
CCİ makes its first venture into the mineral water segment with the launching of its "Damla Minera" line of products at its Bursa plant.

Anadolu Efes Firsts

Beer Group

Turkey

1986
- Canned beer: Ege Biracılık, İzmir

1993
- Light beer: Efes Light

1996
- Non-returnable (no-deposit) bottles

1998
- Dark beer: Efes Dark

1999
- Emboss-printed cans
- 5-liter kegs
- Emboss-printed “shaped can” celebrating 30th anniversary

2000
- First foreign-brand beer produced under license: Miller

2004
- Canned draft beer: “Efes Pilsen” marketed in keg-shaped cans

2005
- Bottled draft beer: “Efes Pilsen” marketed in keg-shaped bottles

2006
- Ice beer: Efes Ice

2007
- Wheat beer: Gusta

2008
- Coffee-flavored beer: Efes Dark Brown

2009
- Dark wheat beer: Gusta Dark
- High-alcohol beer marketed in keg-shaped cans: Canned Efes Pilsen Draft

2011
- Mojito-flavored beer: MOJO MIX flavored with lime, mint, and sugar cane
- Satsuma-flavored beer: SATSU MIX
- Lemon-flavored draft beer: Efes Lemon-Flavored Draft Beer

Russia

1999
- The first beer produced under license: Efes

2005
- Transparent PET bottles

2007
- Canned draft beer: Stary Melnik Iz Bochonka
- Bottled draft beer: Stary Melnik Iz Bochonka

2008
- Dual-malted beer: Efes Fusion
- Semi-dark beer in PET bottles: Gold Mine Beer Red Special
- Draft beer in transparent bottles: Stary Melnik Iz Bochonka Mild

2009
- Bottled mojito beer cocktail: Sokol Mohito

2010
- Beer targeted at women: Chardonnay-flavored Dolce Iris
- Cola-flavored beer: Sokol

2011
- Tequila-flavored beer: Sokol Tequila

Georgia

2009
- Bottled draft beer: Natakhtari Kasris

Kazakhstan

2003
- Dark beer: Karagandinskoe Dark
- High-alcohol beer: Karagandinskoe Strong

2007
- Premium-label high-alcohol beer: Amsterdam Navigator produced under license

2008
- Bottled draft beer: Karagandinskoe Kruzhka Svezhego

2009
- Bottled draft beer: Karagandinskoe Kruzhka Svezhego Mild
- Bottled dark draft beer: Karagandinskoe Draft Velvet

2010
- Bottled mojito beer cocktail: Sokol Mohito

2011
- Unfiltered natural beer: Kruzhka Svezhego White Unfiltered

Moldavia

2009
- Bottled draft beer: Chisinau Draft Mild

Soft Drinks Group

Turkey

1986

- Sparkling beverage in PET bottles: Coca-Cola

1987

- Sparkling beverage in aluminum cans: Coca-Cola
- Sparkling diet beverage: Diet Coke

1994

- Iced tea: Nestea

1995

- PET bottles with deposit

2002

- Sports drink: Powerade

2007

- Energy drink in aluminum flasks
- Fruit juice in aseptic PET containers

2008

- Flavored tonic: Schweppes pomegranate-flavored tonic
- Energy soda pop: Sprite 3G
- TCCC ventures into hot-tea segment with acquisition of Doğadan

2010

- CCİ's first mineral water in Turkey: Damla Minera
- Ready-to-brew herbal and fruit tea mixes: Doğadan

Kazakhstan

1998

- Bottled drinking water: Bonaqua

2000

- Diet sparkling beverage: Coca-Cola Light

2005

- Sparkling beverage in aluminum cans
- Tonic

2006

- Fruit juice in aluminum cans
- Iced tea

2007

- Fruit juice in Tetra Pak containers

2008

- Iced tea in Tetra Pak containers

International

2007

- Twist-off cap sparkling/non-alcoholic beverage

Caucasus & Central Asia

2002

- ISO 9001:2000 Quality Management System Certification: Azerbaijan Coca-Cola Bottlers

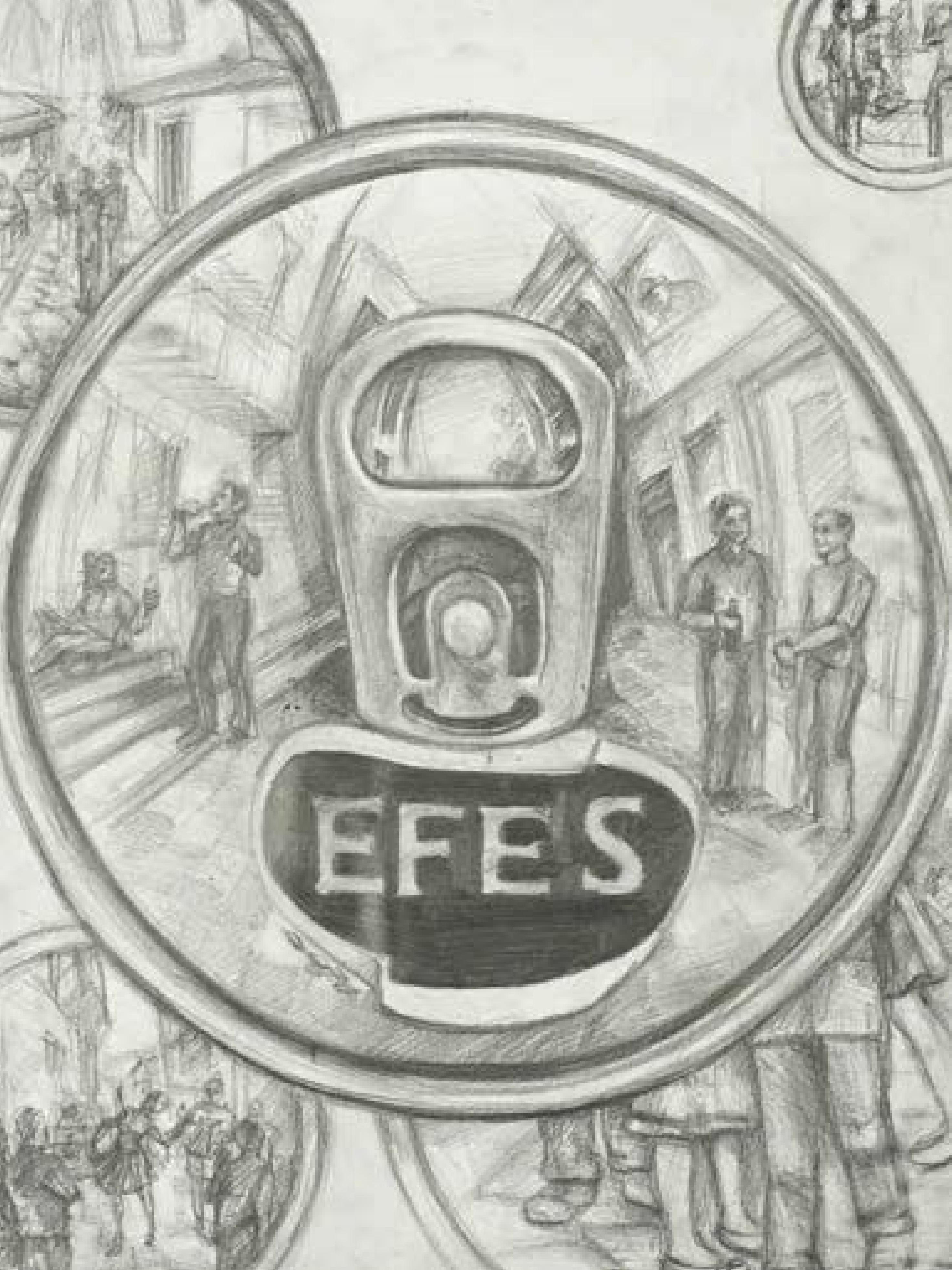
Azerbaijan

1996

- Foreign-owned company investing in non-petroleum sector: Azerbaijan Coca-Cola Bottlers

2009

- ISO 22000 Food Safety Management System Certification: Azerbaijan Coca-Cola Bottlers


EFES

Anadolu Efes has the vision to ensure that change remains both constant and manageable.

Chairman's Message

We are constantly updating our corporate plans, strategies, and targets in line with our vision of being a prestigious world company.

Tuncay Özilhan
Chairman of the Board of Directors

Esteemed shareholders, employees, consumers, and business partners:

As the world economy's global financial crisis reached a new stage in 2011, we nevertheless remained on course with the conviction, confidence, and assurance made possible by the sustainable growth-focused strategies to which we adhere.

Undertaking and carrying out projects aimed at responding to the many different needs of consumers in all of the territories in which we conduct our operations, we further increased our brand recognition and once again demonstrated that we are an enduring player in global markets.

Through our strong foresight and correctly conceived and applied business strategies, we successfully minimized the impact which the volatilities that have been dominating the world's economies for several years had on ourselves. I believe that effective process management, including that of our international activities, made as big a contribution to this success as did our development of high added value projects.

We took a giant step forward in the international arena.
We are constantly updating our corporate plans, strategies, and targets in line with our vision of being a prestigious world company.

Keeping pace with the rapidly-changing conditions of our day, last year we added a new link to the chain of deep international relationships that we have forged when we signed a preliminary agreement governing a strategic collaboration between Anadolu Efes and SABMiller in October

The new page we have opened with our SABMiller partnership will enable us to continue our past successes and to build an even brighter future.

2011. We regard this as a move for our company that will become the hallmark of 2011 in the future.

The fundamental objective of the Anadolu Efes, Anadolu Group, and SABMiller agreement is to develop a strategic collaboration among the participants in the region in which Anadolu Efes is active and which consists of Russia, the CIS, Central Asia, and the Middle East as well as of Turkey.

Under this agreement, Anadolu Efes will be in overseeing the conduct of the investments that the two groups undertake in this region.

We began discussing the terms of this strategic collaboration in the last quarter of 2011 and all the formalities related to it were completed before the end of the first quarter of 2012. As called for by this agreement, all of SABMiller's beer-related operations in Russia and Ukraine has been transferred to Anadolu Efes.

SABMiller is the world's second biggest beer-maker. It gives us great pleasure therefore to be joining forces with such a strong business partner while also benefiting from opportunities to expand our company's own operations in Russia.

Anadolu Efes's stature as the successfully-performing leader of Turkey's lucrative and growing beer and soft drinks markets for many years and its already strong position in both the CIS and the Middle East were the factors that were the most influential in making this partnership a reality. Not only do these markets offer exciting prospects but their demographic and GNP features indicate that, in every case, they also have huge, long-term growth potential. We believe that the shared synergies that will be achieved in many different areas in the wake of the strategic collaboration between Anadolu Efes and SABMiller will make it possible for both sides to create increasingly more added value for their stakeholders.

Not only will this strategic collaboration provide an opportunity for both sides to take advantage of each other's expertise and to combine their resources but it will also make it possible for them to share best practices with one another. The opportunity to distribute the international brands that each side controls on the other's platforms is another important added value that this collaboration will create.

The global crisis reached a new point in 2011.
Before passing on to our company's performance in 2011, I think it is worthwhile first to touch upon the economic climate that prevailed during the year both internationally and in Turkey and to mention a few basic indicators of our performance.

A slowdown in the rates at which the developed economies had apparently been recovering since the beginning of the year on the one hand and, on the other, a deterioration in public-side finances (and the associated fiscal uncertainties) which became increasingly more obvious in August were two divergent dynamics of the world economy in 2011.

As the global crisis completed its third year in 2011, it reached a new point in terms of both scope and impact. Whereas the public sector was in the position of supporting the financial and real sectors when the crisis began in 2009, by the third year of the turmoil it had become the crisis's leading actor. Along with this development, the concept of "country risk" became a matter of great concern in world markets.

The eurozone found itself confronted by serious pressures which stem from its own fragilities and inherent structural problems. Neither the support given to some EU member countries nor the measures that were taken were sufficient to alter markets' unfavorable perceptions while the deterioration in the fiscal structures of problem-beset economies grew steadily worse by the beginning of the last quarter of 2011.

European governments are having recourse to belt-tightening policies as a way of reducing both their debt levels and their public sector deficits. Despite these latest measures, which give lawmakers a little breathing-space and temporarily reduce the pressures on them, the indebtedness problem has begun to spread to the bigger economies.

In light of the measures that were taken in the last quarter of 2011, it is likely that recession will prevail in Europe in 2012.

The climate of uncertainty in the global economy is expected to persist in 2012 as well.
The persistence of uncertainties at the global level into 2012 represents a serious element of risk that will amplify the effects which problems that are being encountered in the world's economic blocs will have on the financial system.

Contractions in the growth rates of developed countries are reflected in the trade and capital movements of developing countries. Both impairments in developed countries' public-side financing and expansions in their money supplies increase the variability and volatility of capital flows to developing countries. In its most recent report (September 2011), the IMF said that it expected that worldwide economic development would slow down and that the rate of economic growth in 2012 would be around the 4% level.

Turkey's economy continues to perform strongly.
Coming together with the country's solid macroeconomic underpinnings and favorable market conditions, continued capital inflows in the first half of 2011 made it possible for Turkey to sustain its strong growth performance.

Despite its quarter-on-quarter rises slipping repeatedly throughout the year, economic growth nevertheless remained strong, with the year-on-year increase in GDP ending up at 8.5% in 2011. Such GDP growth stemmed mainly from domestic demand.

Inflation appears to be on the rise.
In December 2011, the twelve-month increase in the consumer price index (base year = 2003) was 10.45%. The biggest contributors to the rise in inflation during the year appear to have been a depreciating Turkish lira and higher taxes on some product groups such as alcoholic beverages and tobacco.

Producer price index inflation, which was 8.87% in all of 2010, reached 13.33% by the end of 2011. Looking at CPI movements on the basis of individual industries, we see that the biggest monthly increase (7.64%) was in tobacco product manufacturing. A twelve-month CPI-increase target of 5% has been announced for 2012.

The shared synergies that will be achieved in many different areas in the wake of the strategic collaboration between Anadolu Efes and SABMiller will make it possible for both sides to create increasingly more added value for their stakeholders.

The current account deficit is increasing rapidly.
According to balance of payments figures announced by the Turkish Central Bank, the current account deficit reached USD 77.1 billion in 2011. This figure corresponded to 10% of GNP.

The most important reason for such a high rate of growth in the current account deficit was an increase in the foreign trade deficit. A number of measures were announced with the aim of bringing the deficit under control in the nearer term.

Inflation has been brought under control in Russia.
In Russia, where the biggest share of our beer sales takes place, inflation was at the lowest level witness in the last 20 years. This performance appears to be the result of slower rates of increase in food and services sector prices in 2011. The inflation rate is expected to remain stable in 2012. While it is possible that slower global growth in 2012 will have the effect of reducing Russia's current surplus owing to lower oil prices, the fact that inflation has been curbed and that priority is being given to price stability is seen as a good thing in the country. With the addition of a more flexible exchange rate policy, of slower expansion in credit growth, and of reduced inflation, it is likely that year-on GNP growth will be around the 4% level in 2012.

We continue to perform consistently.
Throughout 2011 our company adhered to its line of consistent growth and development and continued to achieve its targets.

The results of our beer operations surpassed our expectations.
In Turkey, we experienced contractions in our beer operations which were caused by factors that were beyond our control but which were nevertheless in line with our expectations.

A combination of higher prices (which we were obliged to raise to reflect higher taxes introduced at the end of 2010), political volatilities experienced in some of our export markets, and unfavorable weather conditions in the first half of the year led to a 0.8% drop in our total sales volume, which amounted to 8.4 mhl in 2011.

Total sales revenues in the segment were up by 7.5% year-on in 2011 and reached TRL 1,390.8 million. Despite the overall decline in total sales volumes, the higher prices that circumstances obliged us to charge resulted in a rise in our sales revenues.

At the same time, the gross profit margin on our Turkish beer operations increased by 33 basis points and reached 69.1%. However, weak sales volumes and higher operating costs caused the EBITDA performance of our Turkish beer operations to remain flat at TRL 519.9 million. Similarly our EBITDA margin was also down by 275 basis points from its 2010 level and weighed in at 37.4%.

We turn now to our international beer operations, where total consolidated sales volumes amounted to 14.6 mhl. While this represents a year-on decline of 6.7%, it is a performance which was in line with our expectations in view of the base-year effect of the high (10.5%) rate of growth which was registered in 2010.

In Russia, which is our biggest market and which accounts for about three-fourths of our total international beer sales, the demand for beer was depressed all year long in 2011 owing to high prices, increasing competition, and a number of changes in the sector's legal framework. Thus the Russian market continued to shrink in 2011 and completed the year with a net 3% contraction, which was also in line with our expectations.

Although sales volumes shrank in 2011, price increases had the effect of keeping the sales revenues from our international operations level, with the result that net sales amounting USD 976.0 million were booked.

That said, persistent competition in our biggest market Russia all year long in 2011 combined with rises in commodity prices and taxes squeezed our gross profit margin to 42.1%. In addition to this decline in gross profit, higher operating costs also resulted in an EBITDA of USD 143.0 million on our international beer operations in 2011 and in an EBITDA margin on the order of 14.7%.

We sustained the growth trend in the soft drinks segment.

The consolidated sales volume of our soft drinks operations continued its strong double-digit growth in 2011, increasing by 14.5% and reaching 761.7 million unit cases. The share of international sales, which accounted for 26% of the total in 2010, rose to 28% in 2011. Strong growth in all categories was assisted by successful marketing campaigns, promotions, and improvements in the sales and distribution systems both in our Turkish and our international operations even in the face of high second half-year base effect.

In the twelve months to end-2011, our soft drinks sales in Turkey increased by 10.6% and reached 546.8 million unit cases. Our international operations sales volume grew by 25.7% in 2011 and weighed in at 215.0 million unit cases.

Owing to persistently higher raw material prices in 2011 and the devaluation of Turkish lira against US dollar, the gross profit margin on our soft drinks operations declined to 37.0% and there was a similar contraction in our operating profit margin. The upshot of these movements was that while there was a 11.9% rate of growth (on a nominal basis) in our EBITDA figure, our EBITDA margin declined, again as expected, from its previous year's 15.8% level to 14.3% in 2011.

We added new products to our portfolio in line with customers' expectations.

Keeping one step ahead of its competitors through its ability to generate demand by creating innovations in the sector, its superior adaptiveness, its standing as a pioneer, and its ability to design the future, Anadolu Efes once again introduced new consumer products in 2011.

We view the future with confidence and commitment.

Strict adherence to our business strategies is what gives us the ability to operate in every part of the world. Well-established, high-prestige brands which we have built up in the course of more than 40 years make up the most important source of our strength. Our strong financial structure also plays a big role in our ability to act with both courage and commitment as we implement our plans for the future.

Throughout 2011, our company adhered to its line of consistent growth and development, continued to achieve its targets, and booked successful financial and operational results.

Among our plans for the immediate future, those concerned with the successful integration of SABMiller operations in Russia and Ukraine are the ones that have the highest priority for our company. We anticipate that once this integration has been completed, more than two-thirds of our total beer sales volumes and beer sales revenues and most of the EBITDA generated by our beer operations will be coming from our beer operations outside Turkey.

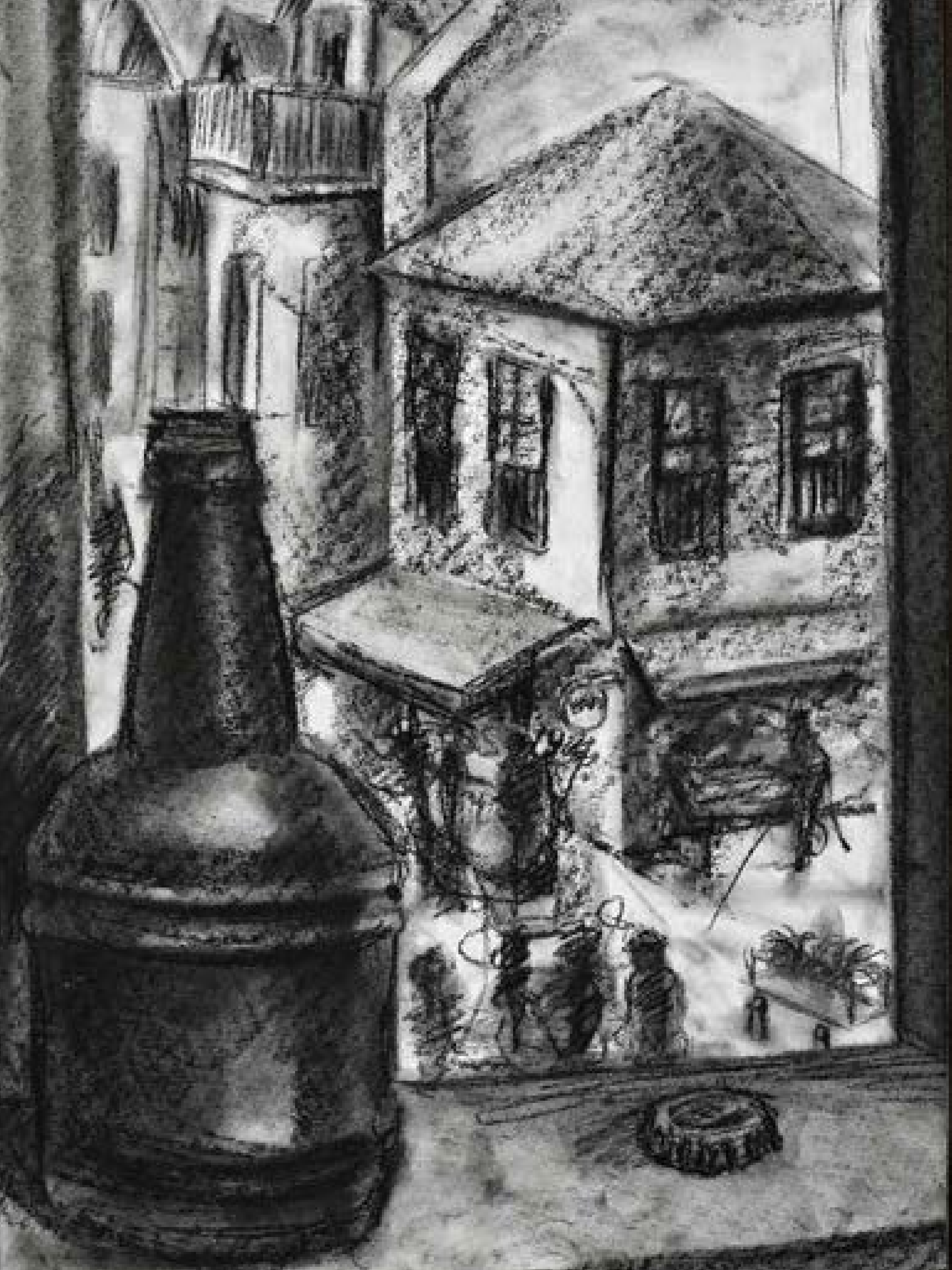
Our projections for the future must necessarily take a number of risks into account. One of these is that factors such as taxes, input prices, transport costs, and competition will squeeze margins in all operations. A second is that stiffer regulatory requirements will likely to continue to make life more difficult for us. Finally the possibility of our being adversely affected by a deteriorating economic climate can never be ignored.

However despite such negativities, I do believe that once we have charted a course for ourselves, have identified our quality standards and business principles, and have set out in the direction of our objective without losing sight of it, success must inevitably follow as well. I know that despite every difficulty, the contributions made by the new page we have opened with our SABMiller partnership will enable us to continue our past successes and to build an even brighter future.

We thank all of our stakeholders.
Our company has the vision to ensure that change remains both constant and manageable. As a strategy focused organization, our essential and highest-priority goals must be to create demand by pioneering new practices, to take our international successes to even higher levels, and to increase the breadth and depth of the areas in which we are active.

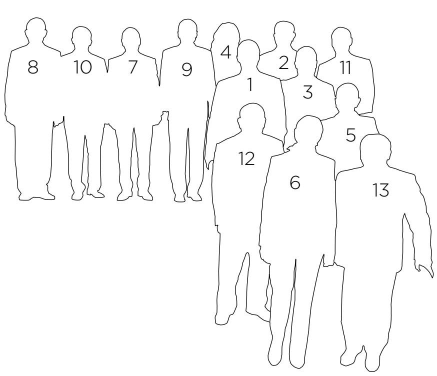
In closing I acknowledge the debt of thanks which we owe to our shareholders for having generously given us their help and support in our efforts to achieve our goals, to our customers for the contributions that their confidence in us have made at every stage in the course of more than forty-two years, and to our thousands of employees and to our business partners who stand by us in all of our efforts by fulfilling their duties.

Tuncay Özilhan
Chairman of the Board of Directors



With 16 beer breweries, 7 malteries, and 20 bottling plants located in 15 countries, Anadolu Efes is a potent international force.

Board of Directors



Tuncay Özilhan - Chairman (1)
Born in 1947, Tuncay Özilhan graduated from Saint Joseph High School and the Faculty of Economics of Istanbul University; he received his MBA in Management Sciences from Long Island University in USA. His professional career began in 1977 as General Director of Erciyas Biracılık (brewery); he later became Coordinator of Anadolu Endüstri Holding Beer Group and General Coordinator of Anadolu Endüstri Holding until his appointment as CEO of the Anadolu Group in 1984. In 2007, Mr. Özilhan was appointed Chairman of Anadolu Group and still continues to serve in this position. He also serves as the Chairman of several Anadolu Group companies. Mr. Özilhan also serves as the Vice-President of TÜSİAD (Turkish Industry and Business Association) High Advisory Council, President of Anadolu Efes Sports Club, Estonian Honorary Consulate and President of the Turkish-Japanese Business Council.

İbrahim Yazıcı - Vice Chairman (2)
Born in 1949, İbrahim Yazıcı graduated from Bursa Economic and Commercial Sciences Academy in 1975. He received his MBA in 1979 from Atlanta University in the USA. Mr. Yazıcı has assumed a variety of responsibilities in Anadolu Group companies since 1982 and he currently serves as Chairman, Vice Chairman and member of the Board of Directors of several Anadolu Group companies.

Süleyman Vehbi Yazıcı – Member (3)
Born in 1947, Süleyman Vehbi Yazıcı finished junior high school and high school in Beyoğlu Tarhan College after which he graduated from Economics in 1972. After gaining on-the-job experience in various Group companies owned by the Yazıcı family, while studying at the university, Mr. Yazıcı served as the General Director of Çelik Motor A.Ş. from 1975 to 1977. He has worked as an active member of various foundations and associations, including, among others, Anadolu Eğitim ve Sosyal Yardım Vakfı (Anadolu Education and Social Assistance Foundation), Türk Kalp Vakfı (Turkish Heart Foundation), Göz Nurunu Koruma Vakfı (Eyesight Protection Foundation), Kenan Evren Eğitim Kültür Vakfı (Kenan Evren Education Culture Foundation), and Bodrum Sağlık Vakfı (Bodrum Health Foundation). Mr. Yazıcı has been serving as member of the Boards of Directors in various companies of the Anadolu Group since 1975 which has investments in various fields such as banking, alcoholic and non-alcoholic beverages, stationery, tourism, automotive and food.

Tülay Aksoy - Member (4)
Born in 1951, Tülay Aksoy graduated from Erenköy Kız Lisesi in 1968. Since 1995, she has served as member of the Board of Directors of Özilhan Sinai Yatırım and various Anadolu Group companies such as Anadolu Endüstri Holding, Anadolu Efes, Anadolu Isuzu, Çelik Motor, Adel Kalemcilik, Anadolu Motor and Anadolu Sağlık Vakfı (Anadolu Health Foundation). Tülay Aksoy currently serves as the Vice President of Oden Turizm A.Ş. and is also a member of the Doğal Hayatı Koruma Vakfı (World Wildlife Fund), Çağdaş Yaşamı Destekleme Derneği (The Association in Support of Contemporary Living), Polis Şehit Aileleri Vakfı (Police Veterans Families Foundation), Engellileri Koruma Vakfı (Handicapped Protection Foundation), Sokak Çocuklarını Koruma ve Eğitme Vakfı (Street Children Protection and Education Foundation), and Starky İşitme Engelliler Derneği (Starky Hearing-impaired Foundation).

Gülten Yazıcı - Member (5)
Born in 1952, Gülten Yazıcı graduated from Şişli Economic and Commercial Sciences Academy in 1975. She currently serves as a member of the Board of Directors of Anadolu Endüstri Holding and Anadolu Efes.

Hülya Elmalıoğlu - Member (6)
Born in 1962, Hülya Elmalıoğlu graduated from Özel Kadıköy Kız Koleji in 1979. Receiving language training in the USA from 1979 to 1980, Hülya Elmalıoğlu currently serves as a member of the Board of Directors of Anadolu Endüstri Holding and Anadolu Group companies, including Anadolu Efes, Anadolu Isuzu and Çelik Motor.

Ahmet Oğuz Özkardeş - Member (7)
Born in 1961, Ahmet Oğuz Özkardeş graduated from Galatasaray High School, after which he received a BS degree in Business Administration from Boston University. Holding a graduate degree in Information Systems Management from Boston University, Mr. Özkardeş serves as Deputy Chairman of Viltur A.Ş., member of the Board of Directors of Oden A.Ş., Tetusa A.Ş., member of TÜSİAD (Turkish Industry and Business Association), Deputy Chairman of ESİAD (Aegean Industrialists' and Businessmen's Association) and is a founder of EGİAD (Aegean Young Businessmen's Association).

Metin Ecevit - Member (8)
Born in 1946, Metin Ecevit graduated from Faculty of Political Sciences in 1967. He also received a master's degree from Syracuse University in Economics in 1976. From 1967 to 1980, he worked as a Government Auditor and served as Deputy General Manager of General Directorate of Revenues at the Ministry of Finance. Mr. Ecevit joined Anadolu Group in 1980 and worked in various roles, serving as General Manager, Board Member, and Chairman of the Board of Directors in automotive companies of Anadolu Group. He retired in 2006, while he was serving as the Automotive Group President, owing to the retirement age limit regulations of the Group. He served as Board Member and Chairman of the Association of Imported Car Distributors in Turkey from 1992 to 2004. He is a member of the Board of Directors of many Anadolu Group companies and serves as the Chairman of the Board of Directors at Yazıcılar Holding A.Ş.

Engin Akçakoca – Member* (9)
Born in 1951, Engin Akçakoca holds a BA in Business Administration from the Middle East Technical University. After starting his career in the banking sector in 1974, Mr. Akçakoca worked in various positions at T. İş Bankası, Citibank N.A., American Express Bank Ltd. and Türkiye İthalat İhracat Bankası A.Ş., before he assumed the responsibility of Assistant General Manager of Koç-Amerikan Bank A.Ş. from 1986 to 1991. From 1991 through 2000, Mr. Akçakoca served as CEO of Koçbank A.Ş. In 2001, he was appointed by the Council of Ministers as the Chairman of the Banking Regulation and Supervision Agency (BRSA) responsible for the implementation of a farreaching restructuring program of the banking industry and President of the Savings Deposit Insurance Fund (SDIF). Providing consultancy services since 2004, Mr. Akçakoca joined the Board of Directors of Anadolu Efes as a member in 2006.

* Graham Mackay has been appointed to the seat on the Board of Directors vacated by the resignation of Engin Akçakoca on 6 March 2012.

Dr. Yılmaz Argüden - Member (10)
Dr. Yılmaz Argüden graduated from Boğaziçi University with The Top Graduating Engineering Award. He received his PhD in policy analysis from The RAND Graduate School with General Distinction. He began his professional career at the R&D Center of Koç Holding. Later he worked as a Strategic Analysis Specialist at the RAND Corporation. Dr. Argüden worked with 20 countries during his employment as the Section Chief at the World Bank. Upon the invitation of the Turkish government, he returned back to Turkey in 1988 and he led the Privatization Program until 1990 and served as the Chief Economic Advisor to the Prime Minister (1991). He is the Chairman of a leading management consulting firm, ARGE Consulting, which has been recognized by the European Parliament as one of the top three companies "Shaping the Future" with its commitment to corporate social responsibility. Dr. Argüden has sat on the boards of Anadolu Group, Borusan, Koç Holding and Vestel group companies, Petkim, Sümerbank and Inmet Mining, which has operations spread over four continents. He served as the Chairman of the largest Turkish steel company, Erdemir from 1997 to 1999. He also serves as the Chairman of Rothschild Turkey, one of world's leading investment banks, since 2005. Having authored more than 20 books and hundreds of articles, Dr. Argüden has lectured on strategy at a

number of universities. He represents Turkey in the United Nations Global Compact and is a member of the Private Sector Advisory Group under the Global Corporate Governance Forum established by the OECD and the World Bank. Dr. Argüden was selected by the World Economic Forum among "100 Global Leaders for Tomorrow" for his commitment to improving the quality of life.

Dr. Cem Kozlu - Member (11)
Born in 1946, Dr. Cem Kozlu completed middle and high school at Robert College after which he received his bachelor's degree from Denison University, an MBA from Stanford University and a PhD from Boğaziçi University. Dr. Kozlu lectured International Marketing and Export Administration at Boğaziçi University from 1978 to 1981 and was a visiting Professor in the Department of Economics at Denison University in 1985. After holding executive positions in various domestic and international companies, Dr. Kozlu was appointed General Manager and Chairman of the Board of Directors of Turkish Airlines in 1988 and held these positions until 1991. He also served as the Chairman of the Association of European Airlines (AEA) in 1990. Cem Kozlu served as a Member of the Turkish Grand National Assembly from 1991 to 1995 and Chairman of the THY Board of Directors from 1997 to 2003. Dr. Kozlu has held different positions in The Coca-Cola Company since 1996. He assumed the posts of Turkey, Caucasia and Central Asian Republics Executive Director and the Vienna-based Central Europe, Eurasia and Middle East Group President successively, retiring in April 2006. Currently, he works as a consultant to The Coca-Cola Company for Eurasia & Africa and he is also the Chairman of the Board of Directors of Noktacom Medya İnternet Hizmetleri A.Ş. (media and internet services) and a member of the Board of Directors of the CCBCS (Coca-Cola Bottling Company of Saudi Arabia). Dr. Kozlu also serves as member of the Boards of Directors of Istanbul-based TAV Havalimanları Holding A.Ş., Coca-Cola İçecek A.Ş., Evyap Sabun, Yağ ve Gliserin Sanayii ve Ticaret A.Ş., Anadolu Endüstri Holding, Kamil Yazıcı Yönetim ve Danışmanlık A.Ş., The Marmara Hotels & Residences and the Foreign Economic Relations Board and as member of the Boards of Trustees of Anadolu-Johns Hopkins Sağlık Merkezi (Anadolu-Johns Hopkins Health Center) and Istanbul Modern Sanatlar Vakfı (Istanbul Modern Arts Foundation).

Ege Cansen - Advisor (12)
Ege Cansen received his BS degree in Business Administration from the Middle East Technical University and his MBA from the Wharton School of the University of Pennsylvania. He served as Assistant General Manager of Arçelik, Industrial Affairs Coordinator of Koç Holding, Manager of Soyer Hafriyat and Managing Director of Anadolu Endüstri Holding. Teaching Business Economics at Marmara University between 1987 and 2000, Mr. Cansen has worked as Economics Columnist at Hürriyet daily newspaper since 1983. Mr. Cansen is also a shareholder of Cansen & Cansen Management Consultancy.

Ahmet Boyacıoğlu - Advisor (13)
Ahmet Boyacıoğlu, born in 1946, holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıoğlu began his professional career with the Efes Beverage Group (Anadolu Efes) in 1973. He served in various positions from 1973 to 2005 including President of the Beer Group, Strategy and Business Development Director, International Beer Group President, Eastern Europe Regional Director, Ege Biracılık ve Malt San. A.Ş. General Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager and Regional Sales Manager for the Bursa Region. Mr. Boyacıoğlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February 2007. Currently, he is an Advisor to the Board of Directors of Anadolu Efes and sits on the Boards of Directors of some Anadolu Group companies.

Organizational Structure

Efes Beer Group President
Alejandro Jimenez

Commercial Director
Berke Kardeş*

Finance & Investor Relations Director
Can Çaka

Supply Chain Director
Kenan Özçelik

Market Development Director
Cem Güner

Corporate Affairs, Regulations and Administrative Affairs Group Director
Saltuk Ertop

Internal Audit Director
Ahmet Öztürk

EBI

Eastern Europe and CIS Group Managing Director
Yüksel Gökbulut

Efes Russia Managing Director
Tuğrul Ağırbaş

Efes Turkey Managing Director
Altuğ Aksoy

Efes Georgia Managing Director
Mehmet Koçak

Efes Moldova Managing Director
Kamil Yazıcı

Efes Kazakhstan Managing Director
Ömer Öğün**

* Berke Kardeş was appointed as Marketing and Business Strategy Director of Efes Russia on 6 March 2012. Effective from the same date, Cem Güner was appointed as acting Commercial Director of Anadolu Efes.
** Serkan Eriş has been appointed to the position of Efes Kazakhstan Managing Director from 1 February 2012.

CCİ

Efes Soft Drink Group President
Michael A. O'Neill*

Chief Financial Officer
N. Orhun Köstem

Supply Chain Services Director
Ali Hüroğlu

Human Resources Director
Aliye Alptekin

Legal Director
R. Ertuğrul Onur

Corporate Affairs Director
Atilla D. Yerlikaya

Chief Audit Executive
Özlem Aykaç İğdelipınar

Strategic Business Development Director
Meltem Metin

President, International Operations
Hüseyin Murat Akın

President, Turkey Region
Burak Başarır

* Mr. Damian Gammell has been appointed as CEO and Managing Director of CCİ to succeed Michael A. O'Neill, who has retired.

Senior Management

Alejandro Jimenez
Efes Beer Group President

Altuğ Aksoy
Efes Turkey Managing Director

Tuğrul Ağırbaş
Efes Russia Managing Director

Yüksel Gökbulut
Eastern Europe and CIS Group Managing Director

Ömer Öğün
Efes Kazakhstan Managing Director

Kamil Yazıcı
Efes Moldova Managing Director

Mehmet Koçak
Efes Georgia Managing Director

Can Çaka
Finance & Investor Relations Director

Cem Güner
Market Development Director

Kenan Özçelik
Supply Chain Director

Berke Kardeş
Commercial Director

Saltuk Ertop
Corporate Affairs, Regulations and Administrative Affairs Group Director

Ahmet Öztürk
Internal Audit Director

Alejandro Jimenez
Efes Beer Group President
Alejandro Jimenez, holding a Bachelor of Science degree in Chemical Engineering from the University of Texas, began his professional career in 1973 at TCCC in Costa Rica and served in various marketing and technical positions. Following his appointment as Central America Regional Director for TCCC Costa Rica, he assumed the responsibility of TCCC Puerto Rico Caribbean Regional Director in 1984. He served as the Vice President and Director of Marketing Operations responsible for Latin America at TCCC Headquarters from 1989 until 1991. In 1991, Mr. Jimenez was appointed as the President of Panamco Mexico, a subsidiary of Panamco, the largest bottler in Latin America and the second largest bottler of Coca-Cola products in the world. In 1994, he became President and Member of the Board of Directors at Panamco where he assumed these responsibilities until 2001. Mr. Jimenez was working as General Director at Mexico-based Dinesa which was giving financial and management consultancy services to consumer goods companies in their initial and developmental stages until February 2007 when he was appointed as Efes Beer Group President.

Altuğ Aksoy
Efes Turkey Managing Director
Altuğ Aksoy received his bachelor's degree from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed Finance Specialist in 1996. Mr. Aksoy worked as a Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing with his career at the Group as the Director of Purchasing and Logistics in 2006, Mr. Aksoy was appointed Director of Supply Chain of Efes Beer Group in June 2008. Mr. Aksoy served in this position until 1 November 2011, when he was appointed as Efes Turkey Managing Director.

Tuğrul Ağırbaş
Efes Russia Managing Director
Tuğrul Ağırbaş received his bachelor's degree in Business Administration from Istanbul University and joined Efes Beverage Group in 1990. From 1990 to 2001, Mr. Ağırbaş worked as Project Development Specialist, Marketing Specialist, Istanbul Region Sales Supervisor, New Product Development Supervisor, Group Product Manager, Sales Manager of Marmara Region and Marketing Manager of Miller. Mr. Ağırbaş was appointed as the Marketing Director of Efes Russia in 2001 and Managing Director of Efes Russia in June 2005. He assumed the post of Efes Turkey Managing Director on 1 January 2010. Mr. Ağırbaş was appointed Managing Director of Efes Russia on 1 November 2011.

Yüksel Gökbulut
Eastern Europe and CIS Group Managing Director
Yüksel Gökbulut received his bachelor's degree in Journalism & Public Relations from Marmara University and worked as Sales Development and Audit Inspector at Hürriyet Holding prior to joining Efes Beverage Group. Mr. Gökbulut joined Efes Beer Group as a Marketing Specialist in 1990 and worked as a Market Research Supervisor from 1994 to 1996; Domestic Sales Assistant Manager in Ege Biracılık from 1996 to 1997; Marketing Manager in the Eastern Europe Region from 1997 to 1999 and Marketing Director of Turkey Beer operations from 1999 to 2006. Appointed as Sales Director of Efes Beer Group on 1 September 2006, Yüksel Gökbulut later functioned as Marketing and Sales Director of Efes Beer Group as of 15 June 2007. Mr. Gökbulut was appointed as Efes Russia Managing Director on 1 January 2010 and as Eastern Europe and CIS Group Managing Director on 1 November 2011.

Ömer Öğün*
Efes Kazakhstan Managing Director
Ömer Öğün holds a bachelor's degree from the Department of Geophysical Engineering at Yıldız Technical University. Mr. Öğün began his professional career at Anadolu Group as Service Representative at Çelik Motor Ticaret A.Ş. in 1992. Subsequently, he worked as a Sales Supervisor at Çelik Motor. He served as Planning and Logistics Manager at Coca-Cola Rostov Operations from 1998 to 1999 and Operations Manager at Moscow Efes Brewery Rostov Branch from 2000 to 2006. Mr. Öğün was appointed as Operations Director of Efes Russia in 2006 and Director in Efes Beer Group in November 2007. Mr. Öğün serves as Efes Kazakhstan Managing Director since May 2008.

Serkan Eriş has been appointed to the position of Efes Kazakhstan Managing Director from 1 February 2012.

Kamil Yazıcı
Efes Moldova Managing Director
Kamil Yazıcı holds a bachelor's degree in business administration from the Emory University in the U.S.A. He began his career in 2000 as a Finance Specialist and then worked as a Human Resources Specialist. Mr. Yazıcı worked as Marketing Specialist at Efes Russia from 2003 to 2005. He was appointed as New Product Development Manager at Efes Russia in February 2005. After serving as Logistic Systems Manager in Russia from 2006 to 2008, Mr. Yazıcı was appointed asSupply Chain Director of Efes Russia in November 2008. After carrying on with his career at the Group as Efes Russia Development Director from 2010, Mr. Yazıcı was appointed as Efes Moldova Managing Director on 1 November 2011.

Mehmet Koçak
Efes Georgia Managing Director
Mehmet Koçak holds a bachelor's degree in Business Administration from Middle East Technical University and began his professional career at the Anadolu Group as Internal Audit Specialist at Anadolu Endüstri Holding in 1993. After he worked as Finance Manager at Coca-Cola Russia Operations and as Finance Manager at Efes Moscow Brewery from 1996 to 1997, Mr. Koçak was appointed as the Trade Manager of Efes Moscow Brewery. Mr. Koçak served as the Kazan Plant Director of Efes Russia from 2006 to 2007 and serving as Efes Georgia Managing Director since 2008.

Can Çaka
Finance & Investor Relations Director
Can Çaka received his BS degree from the Department of Electrical and Electronics Engineering at Middle East Technical University and a graduate degree from the Faculty of Economics and Administrative Sciences at the same University. Mr. Çaka began his career as Business Analyst and Systems Engineer at Texas Instruments Software Ltd. In 1997, he joined Anadolu Efes as a Finance Specialist. From 1997 to 2007, Mr. Çaka held various positions at Anadolu Efes including Finance and Administrative Affairs Manager of Efes Ukraine Brewery, Strategy and Business Development Manager of Efes Beer Group and from May 2005 to November 2007 he worked as Strategy and Business Development Director of Efes Beer Group . Mr. Çaka was appointed as the Director of Strategy, Business and Market Development of Efes Beer Group in November 2007 and served in this position until March 2008. He is serving as the Director of Finance & Investor Relations at Anadolu Efes since April 2008.

Cem Güner
Market Development Director
Cem Güner holds a bachelor's degree in Business Administration from Middle East Technical University. He began his professional career at Anadolu Efes as Marketing Specialist in 1991. From 1994 to 2003 he served as Sales Manager at Efes Invest, Product Marketing Supervisor at EFPA, Marketing Manager at Efes Moscow and Product Development Manager at Efes Beverage Group. He was appointed as the Marketing Director of Efes Beverage Group in February 2003. Mr. Güner had served as the Efes Vitanta Moldova General Manager from October 2007 until August 2009 when he was appointed as the Market Development Director.

Kenan Özçelik
Supply Chain Director
Kenan Özçelik received his bachelor's degree in Mechanical Engineering from the Vienna University of Technology and obtained his MBA from the same University as well. Completing the Brewing Science program at Munich Technical University, Mr. Özçelik began his career as a Systems Programmer at Siemens in 1986, and worked freelance from 1987 to 1994 before joining Anadolu Efes. Mr. Özçelik began his career at Anadolu Efes as a Filling Engineer at Erciyas Biracılık in 1994. He worked as Assistant Technical Manager at the Moscow Plant from 1999 to 2000 and Technical Manager in Efes Russia from 2000 to 2006. Appointed as the Technical Director of Efes Russia in 2006, Mr. Özçelik also served as Technical Director of Turkey Beer Group from 2006 to 2009. Mr. Özçelik was appointed as Efes Moldova Managing Director in 2009 and Efes Beer Group Supply Chain Director on 1 November 2011.

Berke Kardeş*
Commercial Director
Berke Kardeş received his bachelor's degree from the Department of International Relations of the Faculty of Political Sciences at Ankara University and he received his MBA in Marketing Management from Yeditepe University. Mr. Kardeş began his career as Project Development Specialist at Efes Beer Group in 1997 and worked as Financial Controller from 1999 to 2000 and Sales Chief from 2000 to 2002. After serving as the Director of Channel Marketing at Efes Russia from 2002 and as the Marketing Director at Efes Russia from 2005, Mr. Kardeş was appointed as the Commercial Director of Efes Beer Group as of 1 January 2010.

* Berke Kardeş was appointed as Marketing and Business Strategy Director of Efes Russia on 6 March 2012. Effective from the same date, Cem Güner was appointed as acting Commercial Director of Anadolu Efes.

Saltuk Ertop
Corporate Affairs, Regulations and Administrative Affairs Group Director
A graduate of the Istanbul University Faculty of Law, Saltuk Ertop received his graduate degree in Tax Law from the same university and Executive MBA in Finance from the University of Wales. He began his professional career at Çaylıgil & Gündoğdu Law Firm as an attorney in 1990. Mr. Ertop worked at Alcatel as Legal Counsel, International Legal Counsel (Belgium), General Counsel, Human Resources Director, Career Development Director at Alcatel Headquarters (France), Vice President of Human Resources at South Asia and Vice President of South Asia Operations (India) at Alcatel-Lucent from 1993 to 2008. Joining Efes Beer Group as Human Resources Director in March 2008, Mr. Ertop is serving as Group Director of Corporate Affairs, Regulations and Administrative Affairs since 1 April 2010.

Ahmet Öztürk
Internal Audit Director
Ahmet Öztürk graduated from the Department of Economics of the Faculty of Economics, Administrative and Social Sciences at Bilkent University and joined Anadolu Group in 1995. He began his professional career as Assistant Specialist in the Audit Department and later served in various positions with various responsibilities at international companies operating under Anadolu Group. He worked as Financial Control Manager at Coca-Cola Rostov Bottlers in 1998 and as Director of Financial Affairs at Coca-Cola Turkmenistan, Coca-Cola Azerbaijan, Efes Ukraine and Efes Serbia operations from 1999 to 2007. Mr. Öztürk assumed responsibility for internal audit activities at international operations in 2007. Mr. Öztürk has been serving as the Internal Audit Director at Efes Beer Group since January 2011.

Michael A. O'Neill
Efes Soft Drink Group
President

Hüseyin M. Akın
President,
International Operations

Burak Başarır
President, Turkey Region

N. Orhun Köstem
Chief Financial Officer

Ali Hüroğlu
Supply Chain Services
Director

Aliye Alptekin
Human Resources Director

Av. R. Ertuğrul Onur
Legal Director

Atilla D. Yerlikaya
Corporate Affairs Director

Özlem Aykaç İğdelipınar
Chief Audit Executive

Meltem Metin
Strategic Business
Development Director

Michael A. O'Neill
Efes Soft Drink Group President

Michael A. O'Neill was appointed as CCI's Managing Director (CEO) in February 2006 and has been serving as member of the Board of Directors since January 1, 2012. Mr. O'Neill graduated from Rathmines College, Dublin as an Industrial Engineer in 1969, and during his career has served in various positions including the Foreign Trade Services of Ireland, as a Commercial Attache at Ireland's Embassy to Moscow and Director of Operations in Germany, Austria and Switzerland. Additionally, Mr. O'Neill was the Director of Ireland's Food and Drink Export Initiative from 1980 to 1983. Mr. O'Neill joined TCCC in 1989, and worked as Eurasia Regional Director until 1996. Between 1996 and 2000, he was the President of the Nordic and Northern Eurasia Division of TCCC.

* Mr. Damian Gammell has been appointed as CEO and Managing Director of CCİ to succeed Michael A. O'Neill, who has retired.

Hüseyin M. Akın
President, International Operations

Having assumed the position of International Operations President for CCİ in January 2010, Hüseyin Akın has been serving at The Coca-Cola Company and CCİ since 1989. He worked at The Coca-Cola System in different managerial positions such as Marketing Manager of Caucasus & Central Asian Republics and Commercial Director of CCİ. Mr. Akın also served as Turkey Region President from 2006 to 2010. Prior to joining The Coca-Cola System, Mr. Akın worked for Procter & Gamble as a Brand Manager and for Madra-Akın Edible Oil and Soap Company as Regional Sales Manager and Finance Director. Mr. Akın is the Chairman of DEIK/ Turkish-Pakistan Business Council and he has 31 years of work experience. Mr. Akın holds a BSc degree in electrical engineering and computer science from Princeton University, and an MBA in Marketing, Finance and International Business from the University of Chicago.

Burak Başarır
President, Turkey Region

Burak Başarır served as CCİ's CFO from 2005 to 2010. Since 1 January 2010, Burak Başarır has been serving as Turkey Region President. Since joining CCİ in 1998, Mr. Başarır has worked as Budget and Planning Supervisor, Middle Anatolia Sales Center Finance Manager, Mersin Sales Center Manager and Ankara Sales Center Manager. He has 17 years of work experience. Prior to joining CCİ, Mr. Başarır worked for Arthur Andersen as a Senior Auditor. Mr. Başarır holds a BA degree in business administration and a minor in computer sciences from American River College. He studied management at California State University of Sacramento between 1990 and 1992 and received a bachelor's degree in business administration from Middle East Technical University in 1995.

N. Orhun Köstem
Chief Financial Officer
Effective 1 January 2010, Orhun Köstem was appointed as CCİ's Chief Financial Officer. Mr. Köstem was Corporate Finance Coordinator at Anadolu Endüstri Holding A.Ş. between 2008 and 2010. During his 19 years of work experience, Mr. Köstem has worked at different managerial positions within the Anadolu Group, such as Business Development Manager, Investor Relations Manager, Corporate Finance and Investor Relations Manager, Corporate Finance and Investor Relations Director in Efes Beverage Group and Finance Director of Efes Breweries International. N.V. Orhun Köstem holds a BSc degree in Mechanical Engineering and an MBA from Middle East Technical University, as well as an MA degree in Economics Law from Bilgi University.

Ali Hüroğlu
Supply Chain Services Director
Ali Hüroğlu has served as CCİ Supply Chain Services Director since 2001. He joined the Coca-Cola System as Plant Manager of Trabzon production facility under the responsibility of Black Sea Sales Center in 1990. Following this, Mr. Hüroğlu worked on the construction of the Mersin bottling plant and was responsible for the South and Southeast Sales Center. In 1995, he transferred to the operations department, assuming the position of Operations Manager of the Mersin plant in 1996 and, was later promoted to Ankara Plant and East Region Group Operation Manager. Prior to joining The Coca-Cola system, he worked for HEMA Gear manufacturing as a Process Engineer from 1983 to 1985, and for General Dynamics Forth Worth-Texas as a trainee from 1985 to 1986. He then returned to Turkey in 1986 and worked on an F-16 aircraft design and manufacturing project at Turkish Aerospace Industries in Ankara from 1986 to 1990. Mr. Hüroğlu holds Master of Science degree in Mechanical Engineering from Black Sea Technical University and is President of the Association of Beverage Producers (MEDER). Mr. Hüroğlu has 32 years of professional experience.

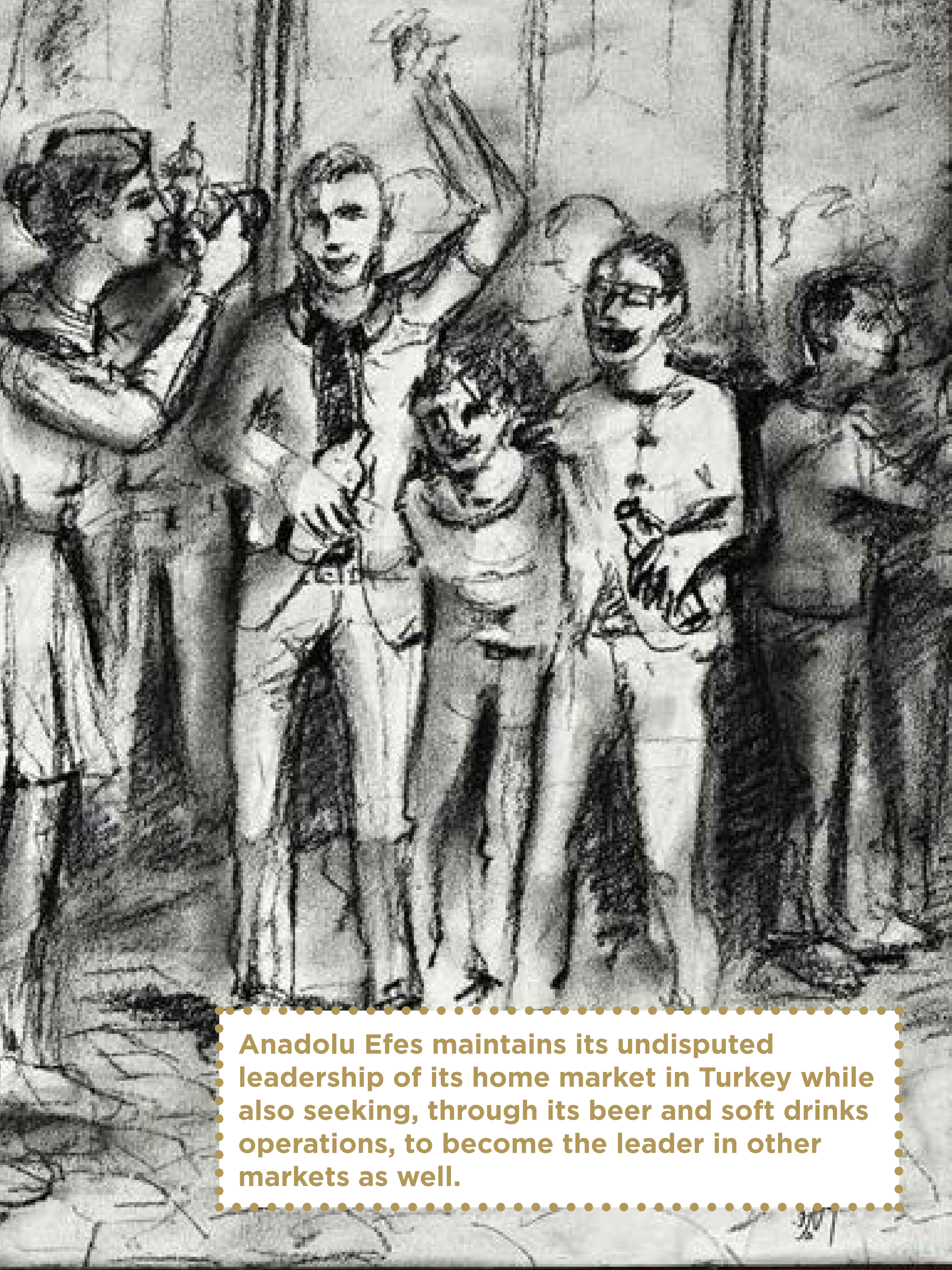
Aliye Alptekin
Human Resources Director
Aliye Alptekin joined CCİ as Human Resources Director in 2004. Prior to joining the Coca-Cola System, Aliye Alptekin worked for Turkish Airlines from 1989 to 2004, where she held various management positions such as International Relations and Agreements Manager, Senior Vice President for Marketing and Executive Vice President in charge of Human Resources. She has 23 years of work experience. Aliye Alptekin holds a bachelor's degree in business administration from Hacettepe University.

R. Ertuğrul Onur
Legal Director
R. Ertuğrul Onur was appointed as the Legal Director of CCİ in 2007. Prior to joining The Coca-Cola System, he set up the legal department within Pfizer and served as Assistant General Manager and Legal Director. Mr. Onur implemented various compliance programs at Pfizer Turkey. He has 24 years of work experience. Mr. Onur served as Legal Counsel for Mobil Oil Türk A.Ş. and BP Petrolleri A.Ş. between 1995 and 2000. He also worked as BP Turkey Employee Representative, BP Europe Employee Council Member and BP Europe Employee Council Communication Committee. He graduated from Istanbul University's Law Faculty in 1988. Following the completion of his apprenticeship at the Konya Bar, he worked as a research assistant at the same Law Faculty, becoming a member of the Istanbul Bar.

Atilla D. Yerlikaya
Corporate Affairs Director
Prior to his appointment as Corporate Affairs Director of CCİ in 2007, Mr. Yerlikaya held managerial positions at Philip Morris SA and Shell & Turcas. Mr. Yerlikaya has 18 years of professional experience. Mr. Yerlikaya worked in various fields of journalism and publishing for more than ten years, most lately serving as the General Manager of Doğuş Magazines Group whose publications include National Geographic Turkey. Holding a degree in economics from Boğaziçi University, Mr. Yerlikaya is a member of the Executive Committee of DEİK/Turkish-Eurasian Business Council, the Chairman of Turkish-Kyrgyz Business Council and Vice Chairman of the Turkish-American Business Association American Chamber of Commerce in Turkey.

Özlem Aykaç İğdelipınar
Chief Audit Executive
Özlem Aykaç İğdelipınar joined The Coca-Cola System in 1999 as an Internal Audit manager. She has 24 years of experience in Internal Audit and Finance in the banking and textile sectors. Özlem Aykaç is a founding member and the 2010-12 Chairman of the Institute of Internal Auditing-Turkey (TIDE). In addition, she served as a Member of the Board and Audit Committee for the Global Institute of Internal Auditors (IIA), which is the global professional organization. She holds both Certified Internal Auditor (CIA) and Certification in Control Self-Assessment (CCSA). Özlem Aykaç studied Business Administration in Middle East Technical University.

Meltem Metin
Strategic Business Development Director
Meltem Metin, a graduate of Istanbul University in Business Administration (English), started her career at Pamukbank as management trainee, and transferred to Anadolu Group to work as a specialist in the Financial Control Directorate in 1995. Having 18 years of work experience, she became Financial Controller at Anadolu Endüstri Holding before being transferred to Efes Sinai Yatırım Holding in 1998, working first as a Financial Controller, then as Regional Finance Manager. In May 2000, she was appointed as Finance Manager to Kazakhstan operations of Efes Sinai (Coca-Cola Almaty Bottlers-CCAB) while she served concurrently as the Finance Manager for the Kyrgyzstan operations (Coca-Cola Bishkek Bottlers-CCBB) as well. After she was appointed as General Manager of CCAB in February 2002, she additionally assumed the same position for CCBB in June 2005. She has been the Strategic Business Development Director at CCİ since May 2009.

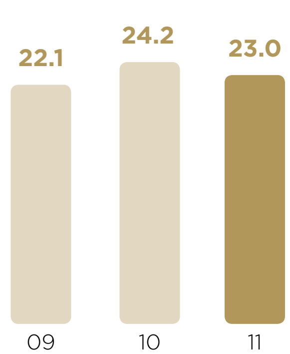


Anadolu Efes maintains its undisputed leadership of its home market in Turkey while also seeking, through its beer and soft drinks operations, to become the leader in other markets as well.

Assessment and Analysis of 2011

Anadolu Efes continues to carry out its activities as a company whose international-standard corporate structure, strong financial structure, and successfully implemented growth strategy make it a sound and sustainable business enterprise in every sense.

Total Beer Sales Volume (mhl)



Anadolu Efes's total beer sales volume contracted by 4.7% year-on-year in 2011.

Undisputed market leadership

Engaging in production across a broad region of the world, Anadolu Efes maintains its undisputed leadership of its home market in Turkey while also seeking, through its beer and soft drinks operations, to become the leader in other markets as well.

Carrying out its international beer operations through its subsidiary EBI, Anadolu Efes ranks in first place in Kazakhstan, Moldova, and Georgia as well as in Turkey and also in fourth place in Russia as of year-end 2011.

Conducting its soft drinks operations through CCİ, Anadolu Efes is the leader in every market in which it is active with the exception of those of Jordan and Pakistan, where it ranks second.

Anadolu Efes's more than forty years of knowledge and experience and the strengths of the brands which it supplies to the market play a big role in these significant successes.

Exported to 74 countries, "Efes Pilsen" is positioned as a premium brand in every market in which it has a presence.

The engine of our beer operations

Foremost among Anadolu Efes's beer brands is "Efes Pilsen", which has been the premier choice of Turkish consumers ever since it was first introduced to the market more than 40 years ago.

Originally launched in 1969, in the more than four decades since then "Efes Pilsen" has achieved a high level of market recognition in the international arena as one of the biggest brands that Turkey has ever created. Besides its home market, "Efes Pilsen" is now being made in Russia, Kazakhstan, Moldova, Georgia, and Serbia as well. It is also exported to some 74 countries and positioned as a premium brand in every market in which it has a presence.

An extensive local product portfolio

As a dynamic company with the ability to respond quickly to consumers' changing demands, Anadolu Efes has built up an extensive product portfolio. In addition to "Efes Pilsen", this portfolio also contains nearly thirty beer brands, including imported labels which it produces under license. Such a broad range of options is what enables the company to succeed and gives it an important competitive advantage in every market segment that it enters.

Pursuing rapid as well as controlled growth in this way, Anadolu Efes has successfully become the world's twelfth and Europe's fifth biggest beer-maker. In its soft drinks operations, the company is also the sixth biggest bottler in the Coca-Cola system.

Healthy and sustainable growth

Anadolu Efes is an organization which seeks to grow sustainably, which takes risks that are quantifiable and manageable, and which directs its investments in the most effective way possible. The company invests continuously in order to sustain both its organic and inorganic growth and to grow the beer market in Turkey. It also invests without letup in order to satisfy growing demand in the other markets in which it is active.

The company began production with just two breweries in Turkey in 1969. With the passage of time, it increased the number of breweries to five while expanding its production capacity from 0.3 mhl to 10 mhl a year. The superior production quality of these breweries, which are equipped with the most advanced technology, are what enable Anadolu Efes to immediately respond to changing needs.

Anadolu Efes's two malteries have a combined annual production capacity of 115 thousand tons of malt, while its hops processing facility can produce 300 tons of pelletized hops a year. The company undertakes substantial investments in the areas of malt and hop production as these are two of the most important inputs in beer-making. To this end, Anadolu Efes gives attention to agricultural projects in order to procure all of malting barley and the hops that it needs from sources in Turkey.

A strong and efficient logistical network

Efes Pazarlama ve Dağıtım Ticaret A.Ş. (EFPA) is a wholly-owned subsidiary which is responsible for the conduct of Anadolu Efes's sales, distribution, and marketing activities in Turkey. In 2011, EFPA carried out its activities through a network of 187 dealers and 28 distributors in 10 sales regions.

Anadolu Efes employs its own sales team to carry out its activities in Turkey's five biggest cities.

In other territories, the company's warehousing and distribution operations are conducted through exclusive distributors. Thanks to such a productivity-focused structure, the company is able to concentrate its attention on sales, while minimizing potential problems that might arise from logistical considerations.

The highly dispersed nature of the company's existing operations throughout the country makes it possible to manage production and distribution costs in the most effective way possible. This system also makes it possible to successfully manage the two-way delivery channels which are gaining increasing importance in the Turkish market, where a substantial volume of beer sales entails the use of returnable bottles.

Long-term R&D investment

Anadolu Efes supports barley and hops production and growers as a way of contributing towards economic development at the local level. The company engages in farmer-oriented informational activities on such issues as irrigation techniques and the use of fertilizers and pesticides etc.

One outcome of the activities which the company's R&D department has been painstakingly carrying out for nearly thirty years is the development of a wide variety of high-quality malt-barley seed. Thousands of family-owned farms today grow barley and hops with seeds supplied to them by Anadolu Efes. The crops which are grown are purchased by the company and used to produce malt in its own facilities.

Volatilities in raw material prices and supply are a constant source of evidence demonstrating the huge and strategic importance of the investments which Anadolu Efes carries out both in Turkish agriculture and in modern production facilities.

Undertakings that strengthen a world company vision

Anadolu Efes is a company which remains constantly on the outlook for opportunities in markets with growth potential anywhere in the world, which seeks to maximize the benefit of its activities for all stakeholders by investing in such areas, and which is globally recognized and trusted as much for its candid, creative, and constantly solution-focused approach as for its dynamism and technical know-how.

Taking the knowledge and experience which it has gained in its beer operations in Turkey to other countries' markets as well, Anadolu Efes has authored major successes aimed at accelerating and sustaining its growth.

Anadolu Efes conducts its international beer operations through EBI, a wholly-owned subsidiary based in the Netherlands. In addition to breweries of its own which it has set up in markets where there is attractive, high growth potential, Anadolu Efes also buys up local beer brands that have strong local appeal. This approach is what enables it not only to continuously expand its area of operation but also to sustain its profitable growth.

The potential of a broad geographic footprint

Across the region in which Anadolu Efes is active, beer consumption has been increasing well above both the European and the world averages. This fact is the most telling evidence of the potential that is inherent in the company's insightful investments.

Anadolu Efes's activities in Russia began with a brewery whose annual production capacity was 1.5 mhl when it commenced operation in 1999. Today the company is the fourth biggest player in the Russian market, where its five breweries and malt production facilities located in Moscow, Ufa, Rostov,

Anadolu Efes continues to expand the scope of its activities while ensuring the profitability of its growth.

Kazan, and Novosibirsk and have total annual production capacities of 20.2 mhl of beer and 175 thousand tons of malt, respectively.

Anadolu Efes is the leader of the Kazakhstan market with a total annual production capacity of 2.4 mhl of beer at two breweries. The company has also established its leadership of the Moldovan and Georgian markets with annual production capacities of 1.4 mhl and 1.2 mhl, respectively.

Efes Deutschland GmbH, Anadolu Efes's wholly-owned subsidiary in Germany, has begun selling "Efes Pilsener" brand beer which is manufactured for it by Einbecker Brauhaus AG under an agreement with that firm.

In Serbia, Anadolu Efes controls a 28% stake in the beer-making operations of Heineken. In addition to exporting "Efes Pilsen" brand throughout the world, Anadolu Efes also has organizations which conduct and/or coordinate group product sales, distribution, and marketing activities through companies which are owned or controlled in Belarus and Azerbaijan.

Soft drinks operations on a global scale
Anadolu Efes conducts all of its soft drinks operations both in Turkey and abroad through its subsidiary CCİ. Anadolu Efes's soft drinks activities were initially carried out in Kazakhstan, Kyrgyzstan, and Azerbaijan by Efes Sınai Yatırım Holding A.Ş. ("Efes Sınai"), a company that was set up in 1993 to undertake Coca-Cola bottling investments aimed at CIS markets. In 1996 Anadolu Efes acquired 33% stakes in Coca-Cola bottling and marketing companies in Turkey. Their activities were combined with those of Efes Sınai in the years that followed under the auspices of CCİ, which underwent a major reorganization itself in 2006.

The sixth biggest bottler in the Coca-Cola system, CCİ is active in ten countries and it supplies products to a region in which nearly 370 million people live. At end-2011, CCİ had 20 bottling plants and an annual production capacity of 1,154 million unit cases.

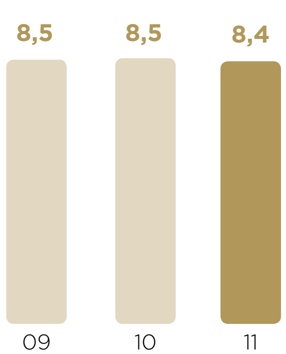
Anadolu Efes's soft drink brand portfolio consists of two groups: sparkling and still beverages. The sparkling beverages category makes up the company's principal business activity and accounts for a 70% share of its sales volumes. The company is the leading player in this category in Turkey, Kazakhstan, Azerbaijan, and Kyrgyzstan.

The sparkling beverages portfolio contains such strong brands as "Coca-Cola", "Coca-Cola Light" ("Diet Coke" in Pakistan), "Fanta", and "Sprite". CCİ also supplies consumers with a number of other brands such as "Coca-Cola Zero" (Turkey, Kazakhstan, Azerbaijan, Jordan, Syria); "Schweppes" (Turkey, Kazakhstan, Kyrgyzstan); "Sprite 3G", "Sprite Zero", and "Minute Maid" (Pakistan); "Canada Dry" (Iraq); "Sprite Lite" (Jordan).

Still beverages, which account for a nearly 30% share in CCİ's total sales volumes, is a category that has huge growth potential consisting of fruit juices, bottled water, sports drinks, iced tea, and others. CCİ continues to develop this portfolio by introducing new products to the existing lineup in the markets in which it is active.

The leader of the Turkish beer market with an 87% market share, Anadolu Efes also leads the way forward in efforts to grow the market not only by creating new segments but also by fostering beer culture through a variety of projects.

Beer Operations in Turkey -Sales Volume (mhl)



In line with expectations for 2011, Turkish beer operations sales volumes were close to and only slightly below (down by 0.8%) what they had been the previous year.

Beer Operations in Turkey

Per capita beer consumption in Turkey is around 12 liters a year, which is quite low when compared with the approximately 69-liter average that prevails in Europe. Turkey however also has a fairly large population, a fact which means that even with this low rate of consumption, the total size of the beer market is bigger than that of many countries where per capita consumption rates are higher.

Furthermore at a time when beer consumption in many European countries is on the decline, beer consumption in developing countries such as Turkey still has a growth potential. Turkey's own rapid population growth, dynamic consumption patterns, strong tourism industry potential, and similar factors are such as to support this growth in conjunction with Anadolu Efes's own efforts to foster beer culture and to grow the beer market.

Anadolu Efes's extensive product portfolio contains a number of the world's famous brands as well as its own.

A constellation of some of the world's most famous brands

Of the brands in Anadolu Efes's extensive product portfolio, the biggest contributions to total sales are made by such labels as "Efes Pilsen", "Efes Light", "Efes Dark", and "Efes Extra" . The portfolio also contains such local brands as "Bomonti" ; "Marmara"; "Gusta" (Turkey's first wheat beer); "Mariachi", a flavored beer; and such world-famous names as "Miller Genuine Draft" and "Beck's" that are produced under license.

In line with expectations, total sales arising from Anadolu Efes's beer operations in Turkey in 2011 were down by 0.8% as compared with the previous year and amounted to 8.4 mhl. When these sales are examined on a quarterly basis we see that while they declined in the first and again in the second quarters, they resumed growing in the third. Fourth-quarter sales in 2011 amounted to 2.0 mhl, which corresponds to a 1.4% rise over those in the same period of the previous year. Owing to relatively milder weather in October and November last year, domestic sales were actually up by 7.2% on a quarter-to-quarter basis. Furthermore this growth in total sales was achieved despite a 14% increase which the company had to make in its prices in order to reflect a 20% rise in the excise tax levied on beer on October 13th.

"MOJO MIX", Turkey's first mojito-flavored beer, and "SATSU MIX", the country's first satsuma-flavored beer, were two of the innovations which Anadolu Efes introduced to beer-lovers in 2011. "MOJO MIX", with its blend of mojito, lime, mint, and sugar cane was popular with those looking for brand-new flavors in their beer while "SATSU MIX" was Turkey's first satsuma-flavored high-alcohol beer.

In 2011, "Efes Lemon-Flavored Draft" was launched as Turkey's first lemon-flavored draft beer in order to take advantage of the growing popularity of lemon-flavored beverages. Two new additions to the Turkish beer operations portfolio were "Efes Non-Alcoholic" and "Stary Melnik", both of which drew consumer attention.

In the 2011 "Stevie" international business awards competition, Anadolu Efes received awards in the "Social Responsibility Project" category for the "Southeast Anatolia Tourism Development (DATUR)" and the "Efes Tourism Education" projects which were developed as part of Efes Turkey's "Future In Tourism" project in the European program of the awards. The company also received an honorable mention in the Middle East/Africa program.

The Stevie International Business Awards are recognized as the world's most prestigious business community awards program. In this year's evaluation, Anadolu Efes also received honorable mentions for "Mariachi Dry" in the "Best New Product" category; for "Bomonti" in the best PR campaign category; for "Anadolu Efes First Step Basketball Schools" in the "Best Social Responsibility Project" category; and for "Miller Freshtival 2" in the "Best Consumer Event" category.

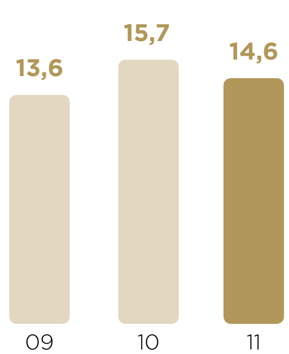
Because of its ability to spot opportunities well in advance, to position itself accordingly, and to analyze risks correctly with the aid of its strong financial structure, Anadolu Efes has the flexibility to adapt itself quickly to changing market conditions.

International Beer Operations

Sales volumes generated by beer operations in Kazakhstan, Moldova, and Georgia continued their upward trend in 2011. In Russia on the other hand, sales were down owing to such factors as price rises which had to be implemented in order to reflect higher taxes on beer and more costly inputs, adverse weather conditions during the season, new rules governing the sector, and stiffer competition. The decline in Russian sales was more than enough to undo the gains made in the other markets.

As a result, the company's consolidated international beer sales were down by 6.7% year-on and amounted to 14.6 mhl in 2011. This performance was in line with the single-digit contraction guidance which the company had expected in international beer operations last year.

International beer operations - Consolidated Sales Volume (mhl)



72% of consolidated international beer operations sales volumes were generated in Russia.

According to 2011 figures, Russia is still one of the world's leading beer markets. For Anadolu Efes it represents the biggest market for its international beer operations in terms of sales volumes.

The importance and potential of the Russian market remain strong

Based on 2011 beer consumption figures, Russia nevertheless remains one of the world's most important beer market and it is still where the great bulk of Anadolu Efes's total sales take place. More than 80% of total sales in the Russian beer market in 2011 were made by the country's five biggest international beer-makers, of which Efes Russia is one.

Between 2000 and 2007, the Russian beer market grew by an average compounded rate of 12% a year. Despite both the global economic crisis since 2008 and higher taxes on beer, the importance and potential of the Russian market remained strong.

Efes Russia's sales were down year-on in 2011. This was the result of two factors: continued shrinkage in the overall beer market in Russia and a strong base-year effect caused by 2010 results. Despite its being such a difficult year, Efes Russia managed to maintain its position as the market's fourth biggest player and to defend its existing market share.

Efes Russia's brand portfolio consists of a number of labels, each of which is highly successful in its own segment. "Beliy Medved" maintained its standing among the top three local names with a 4% market share that was up by half a percentage point in 2011.* Due to its contribution to sales and to growth, "Beliy Medved" achieved the leading brand position In Efes Russia's operations. This brand's success was also the result of its internationally proven quality and was made possible both by an effective communication strategy and by a portfolio policy that keeps a close watch on market trends and changes in customer tastes.

In addition, brand activation campaigns conducted at both the national and regional levels and successful sub-brands such as "Zhivoe" and "V Rozliv" marketed in 2.5-liter PET containers were other factors that contributed to this success.

In 2011 "Stary Melnik", which is the leading brand in the company's Russian operations, was offered to consumers in a limited number of new packaging forms that were specially designed to reflect activities that are of particular interest to the people who make up the label's primary audience.

As a way of taking advantage both of a growing trend towards nostalgia and of consumers' demand for "plainer, more natural" products, in 2011 "Zhigulevskoe Bochkovoe" was introduced as a "classic national beer" that revived memories of former times. Made only from natural ingredients and with a "classic" taste that lingers on the palate, "Zhigulevskoe Bochkovoe" appeared on store shelves in 0.5 liter glass and 1.5 liter PET containers. In order to respond to the growing demand for canned beer, in 2011 the company launched its

* The Nielsen Company, based on January-December 2010 and 2011 comparisons in urban Russian regions with a population of more than 10,000.

"Efes Pilsener", "Stary Melnik", "Gold Mine" and "Green Beer" labels in 1-liter and its "Stary Melnik Iz Bochonka" and "Beliy Medved" labels in 0.75-liter cans.

Also introduced to the market in 2011 were 0.5-liter can versions of its "Sokol Tequila" and all of its other "Sokol" label flavored beers. This was done to strengthen Efes Russia's position in this segment. The portfolio was further expanded with the addition of a "Dark" version of the company's "Bavaria" label, which has been the object of increasing consumer demand, especially in the premium segment. Yet another addition was the launching of "Yachmennoe". This is a sub-brand of the "Gold Mine"brand, which makes a substantial contribution to Efes Russia's total sales. The new beer highlights both that label's new design as well as its freshness and naturalness.

The quality of the "Beliy Medved" and "Gold Mine" beers that Efes Russia produces in the country was confirmed by Monde Selection awards in 2011. Originally established in Belgium in 1961, Monde Selection is the world's oldest and best-known quality institute. Close to 2,500 products coming from over 80 countries are presented every year for evaluation by Monde Selection, which assigns quality awards in eight different categories.

In its 2011 evaluation, Monde Selection bestowed its "Grand Gold Quality Award" on "Beliy Medved Krepkoe" in the beer category while "Beliy Medved Svetloe" received the institute's "Gold Quality Award". "Gold Mine", another brand produced by the Efes Russia, received the "Silver Quality Award". Both the "Beliy Medved" and the "Gold Mine" brands were cited by jury members for their extraordinary flavor and compliance with international beer standards.

"Win Amazing Prize", a new national promotional campaign conducted by the "Efes Pilsener" brand, received the "Red Apple" award at the Moscow International Festival of Advertising and Marketing.

Efes Russia's Moscow, Rostov, Novosibirsk, and Ufa breweries were awarded Hazard Analysis and Critical Control Points (HACCP) certification in 2011. Subject to voluntary compliance, HACCP is one of the most important and best recognized international food safety standards. The facilities' quality auditing was carried out by the SGS Group, a Swiss-based multinational company whose roots go back to 1878 and which provides inspection, verification, testing, and certification services.

Growth trend in the Kazakhstan economy

The beer market in Kazakhstan, a country with a youthful population and a dynamic economy, grew by an annually compounded rate of 21% between 2000 and 2007. The market subsequently shrank somewhat in 2008 and 2009 in a process as much attributable to the global economic crisis as to higher taxes on beer. In 2010, sales resumed growing once again however and this trend continued in 2011 as well.

Efes Kazakhstan has been outperforming its competitors in what is quite a dynamic national market. In 2010 the company became the leader of its home market, of which it had achieved a 41% share. In 2011 it further strengthened that position by increasing its market share to 47%. Two beers in particular–the "Karagandinskoe" and the "Karagandinskoe Kruzhka Svezhego" brands–play a big role in this success and account for a substantial volume of the company's sales in Kazakhstan. In addition to those two, "Beliy Medved", which is made under license and also sells quite well, is one reason why Efes Kazakhstan has been able to capture the biggest share of the growth in the lower maintsream segment.

In 2010 Efes Kazakhstan became the leader of its home market. In 2011 the company further strengthened that position by increasing its market share to 47%.

Efes Kazakhstan is also positioned in the super-premium segment with "Heineken"; in the premium segment with "Efes", "Amsterdam Navigator", and "Bavaria"; and in the upper mainstream segment with "Sokol", "Gold Mine Beer", and "Stary Melnik". As was true in previous years in Kazakhstan, many new products were presented to consumers in 2011 as well.

Moldova: A market with huge potential
Between 2004 and 2007, the Moldovan beer market grew by an average of 15% or so a year. Having contracted somewhat in 2008 and 2009 owing to economic difficulties that affected the whole region, it resumed growing again in 2010. That growth continued in 2011 as well. Efes Moldova is the leader by a wide margin in what is a market that holds out much promise for the future. The company has a portfolio of brands that rank in either first or second place in every price range.

"Chisinau", which is the leading beer in the popular segment, is also the best-selling brand in the overall market. "Beliy Medved" is the leader of the economy segment, a position to which it quickly rose after being introduced to the market in 2008. "Efes", which is Anadolu Efes's best-known international brand, regained its leading position in the Moldovan premium segment in 2010.

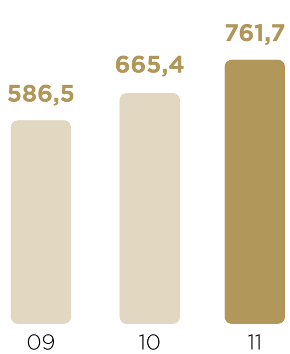
In 2011, "Stary Melnik" was the beer that took the lead in the premium segment while "Sokol" played a supporting role by contributing to Efes Moldova's share of the same category.

Efes Moldova further strengthened its market leadership with the introduction of new products in 2011. Two sub-brands of the "Sokol" label–"Sokol Mojito" and "Sokol Cola"–also appeared on shelves last year while the company's "Chisinau Blonda", "Efes", and "Beliy Medved" brands were offered to consumers respectively in 2.5-liter (PET), 1-liter (can), and 1.5-liter (PET) packaging.

Strategically important operations in Georgia
Located as it is between Europe and Asia and because of its currently low per-capita consumption rates, the Georgian market is seen to have strong potential. This is why operations here are regarded as being of strategic importance for Anadolu Efes. EBI acquired Lomisi, the leading beer-maker in Georgia in 2008, and began consolidating its financial results into its own. At present, Georgia accounts for the smallest share of EBI's international beer operations. "Natakhtari", which is the main brand in the popular segment in Georgia, was introduced in 2.5-liter PET bottles beginning in 2011.

CCİ is just as hard at work today as ever to be the author of "best practices" in all ten of the countries that make up its territory.

Soft-Drink Operations - Consolidated Sales Volume
(million unit cases)



Consolidated soft drinks sales volumes increased by 15% year-on in 2011.

Soft-Drink Operations

Double-digit growth in Turkish soft-drink operations

Because its demographic makeup and macroeconomic environment provide a very strong potential, Turkey has an important place in Anadolu Efes's soft-drink operations. Within the international Coca-Cola system, the country ranks high in terms of both total sales and its overall contribution to the system's growth.

According to Canadean-published figures for 2010, per-capita sparkling beverage consumption in Turkey amounted to around 44 liters a year, a figure that is below the world average. The potential that exists in the Turkish market however was demonstrated by the double-digit growth registered by the company's soft-drink operations in 2011, which increased by 11% and reached 547 million unit cases.

The potential that exists in the Turkish market is demonstrated by the double-digit growth registered by the company's soft-drink operations in 2011, which increased by 11% and reached 547 million unit cases.

Channel- and category-based marketing, the increasing availability of coolers, and successful customer segmentation all support the growth of our soft-drink operations in Turkey.

Mid-range, single-digit growth rates were registered in the sparkling beverages category last year thanks to cap and Ramadan promotional campaigns and to activities such as the "Fanta Youth Festival". Economically-priced packaging launches designed to accelerate consumption also helped to grow market share.

In the still beverage category, the company registered an overall growth rate of more than 20% that was nourished by growth rates of about 30% in the bottled water and 20% in the fruit juice categories respectively.

The growth in the fruit juice category was especially driven by the introduction of two products–"Ramazan Şerbeti" and "Cappy Pulpy"–both of which were relaunched for Ramadan and generated strong consumer demand.

In the hot-tea category, cold weather in the second half of 2011 and the introduction of new packaging and flavors continued to support strong performance and a growth rate of over 20%.

In 2011 CCİ introduced its first bottled water presented in glass packaging which was welcomed by the consumers.

Increases in international sales operations
In all of the markets in which CCİ is active internationally, per-capita soft-drink consumption is still below worldwide averages and this fact suggests that there is considerable potential for growth. One of the best indicators of this is the 26% rise in its international sales that CCİ registered last year.

The expansion of CCİ's product line by introducing still beverages such as fruit juice, energy drink, iced tea, and bottled water to consumers in some markets has also been a driving force in market growth.

Strong growth was registered in majority of CCİ's most important markets. This performance was also influenced by new launches and by improvements in sales and distribution systems.

While an average growth rate of nearly 20% was registered throughout Central Asia in 2011, sales in Kazakhstan grew by more than 25% thanks to successful sales and distribution practices and to on premise channel customized execution. While sluggish economic growth at the national level and strong 2010-year base effects depressed sales somewhat in Azerbaijan, single-digit growth was still achieved thanks to improvements in marketing resulting from increased cooler investments and from a beefed-up sales and distribution system. Sales in Pakistan grew at rates in the high teens partly as a result of low base effects brought on by disastrous floods in the third quarter of 2010 but also thanks to expansion in the pre-sell system, which led to greater product portfolio availability and market penetration. Sales in Iraq grew by more than 25% thanks to marketing campaigns and to developments in regional sales and distribution practices.

In Kazakhstan, the launching of two products– “Coke Zero” and a 250-ml “Burn”–contributed to expansions in the light products and energy drinks categories respectively. The company made its first venture into the lemonade market with the launching of a product under the “Fanta” label. In Azerbaijan, the sparkling beverages category grew strongly with the introduction of “Coca-Cola Zero” and “Fanta Green Apple”. CCİ’s first PET-packaged “Burn” was also launched both to expand the energy drinks category and to boost market diversification. In Pakistan, “Minute Maid Pulpy Tropical” was launched to strengthen the company’s portfolio in the fruit juices category.

Strategic Collaboration with SABMiller

Continuing to undertake investments and to spearhead innovative practices in the sector in keeping with its entrepreneurial reputation, Anadolu Efes also seeks out and evaluates new business opportunities. To this end, the company took its first step in the direction of a strategic collaboration with SABMiller in 2011.

Strategic collaboration with SABMiller

In October 2011 Anadolu Efes, Yazıcılar Holding, Özilhan Sınai, and AEH (the "Anadolu Group") signed a preliminary agreement with SABMiller. This agreement sets forth the terms of a strategic collaboration among the signatories in the region in which Anadolu Efes operates: Turkey, Russia, CIS, Central Asia, and Middle East ("the territory").

Under this agreement, Anadolu Efes will be responsible for investments in the territory on behalf of both companies while SABMiller is to transfer all of its beer operations in Russia and Ukraine to Anadolu Efes. Discussions concerning the agreement began in the last quarter of 2011 and all legal transactions were finalized before the end of Q1 2012. As of this writing, all of SABMiller's beer operations in Russia and Ukraine have been turned over to Anadolu Efes.

One outcome of this strategic collaboration, which is expected to further boost Anadolu Efes's strength in the region, is that the combined Russian operation has become the second strongest company (as measured by share in total value) in the Russian beer market thanks to its highly attractive product portfolio. It is expected that this joining of forces will create significant cost synergies of at least USD 120 million a year along with opportunities to generate additional sources of revenue.

The Russian operations formerly conducted by SABMiller and now under the responsibility of Anadolu Efes as per the agreement accounted for market shares of 7.2% (by volume) and of 10.2% (by value) as of end-March 2011 while SABMiller's annual beer production capacity in Russia amounted to 10.0 million hectoliters. SABMiller's Ukrainian operations, which are also being conducted by Anadolu Efes, had a 6.2% share of that market in terms of volume while its beer production capacity amounted to 1.7 million hectoliters a year.

About SABMiller

One of the world's biggest beer-makers, SABMiller is active in more than 75 countries on six continents with more than 200 beer brands and about 70,000 employees. SABMiller is also one of the world's biggest Coca-Cola product bottlers.

SABMiller's product portfolio contains not only such global brands as "Pilsner Urquell", "Peroni Nastro Azzurro", "Miller Genuine Draft", and "Grolsch" but also a number of leading national brands such as "Aguila", "Castle", "Miller Lite", "Snow", and "Tyskie".

SABMiller shares are traded on the London and Johannesburg Stock Exchanges.

Sustainable Growth and Social Responsibility

Anadolu Efes follows identical, systematic and holistic methods in management of all social, economic and environmental issues, which form the basis of its corporate sustainability.

Beer Operations*

Governance and Sustainability

Our basic responsibility against our stakeholders is to continue our sustainable growth with a transparent and accountable management model. As a company, conducting operations in the international level and with a high level of free float, we are applying modern governance practices. Maturity of our corporate governance model is being appreciated by our stakeholders and it is rated by independent institutions with high scores.

Our Commitments

- We will follow a transparent and accountable governance understanding enabling stakeholder engagement.
- We will evaluate social, economic and environmental issues within the risk management model.
- We will form a corporate sustainability model framed with modern applications.

(*) The information in this section is gathered from Anadolu Efes' most recent Sustainability Report covering 1 January 2009 – 31 December 2010 period. For more details, please refer to the full report in www.anadoluefes.com.tr

Anadolu Efes is a company which is mindful of its responsibilities and which is respectful of laws, people, communities, and the environment in every country in which it is active.

In the strategic plan indicated by the Board of Directors, provision of the administration of the company is under the responsibility of the execution organization, structured under the Presidencies of the Efes and the Beverage Group. Offices for Chairperson of the Board as well as Group Presidencies are carried out by separate individuals. Group Presidents are responsible against the Board of Directors from management of all operations, performance achieved and sustainable growth regarding companies under their charge.

Sustainability management

Since the day of our foundation, we worked to extend our operation geography and in addition, to develop our organization. We cared about sustainability of development as much as development itself. We believe that this is possible by adding it to the essence of our management model.

For 2020, when we will complete our 50th year, we aim to operate in a much wider geography, with high level of responsibility understanding and with a stronger sustainability structure. Our corporate vision and mission is a compass defining general view and objectives of our activities and practices and leading us in our operations.

Efes Code of Conduct is a guide defining attitudes and behaviors we will follow in the social, environmental, ethical and economic dimensions of our activities. The Code of Conduct is valid in all our operations and binding for all our employees.

Moreover, this Code is determinative of our expectations and behaviors in the relationships we form with our stakeholders.

In provision of corporate sustainability, many variables play a part. Just like all organizations, we manage several issues which are different from each other but which affect each other. During the reporting period, by working on our corporate sustainability priorities, we have determined 8 main subjects consisting of several sub-working areas. We believe that the Efes will have a more sustainable structure by increasing our performance in this 8 focus areas.

We follow identical, systematic and holistic methods in management of all social, economic and environmental issues, which form the basis of our corporate sustainability. Our objective for the next period is to strengthen our sustainability management structure by applying the action plans in the sub-headlines of these fields. For the realization of this task, we formed Efes Sustainability Management Working Group during the reporting period. Main mission of the Working Group, where all speciality units forming our organizational structure are being represented and which is based on voluntary service, is formation of tendencies and activity plans to increase corporate sustainability performance in accordance with the future vision of our company. Decisions taken by the Working Group are designed and realized by the speciality units. Thus, strategic decisions formed by common sense of the senior bodies become valid in all our operational geography. We will realize organizational works that will increase effectiveness of representation and decision mechanisms in accordance with the positive results we obtained from the activities of the period, by way of strengthening the place of our Sustainability Management Working Group within our corporate structure.

Following up of working principles and standards, formed by national and international institutions, strengthens our commitments on sustainability. Upon the internalization of these voluntary principles as internal standards, they become a part of our compliance portfolio and accordingly, our risk management system. Therefore, our field studies in the related areas are being developed. As of the reporting period, we accept UN Universal Declaration of Human Rights as part of our working principles in addition to ISO 9001 Quality, ISO 14001 Environment Management, OHSAS 18001 Occupational Health and Safety, HACCP Food Safety standards. In the next period, by signing UN Global Compact, we will reinforce our commitments in the social, environmental and work ethics domains.

Stakeholder Engagement

We believe that being able to respond to the expectations of our stakeholders is the key to corporate sustainability. We form information and feedback mechanisms according to stakeholder groups' characteristics. By this way, we employ views and expectations we received, in the activity decision processes and we inform them about our work and the outcomes. Active engagement with more than one stakeholder group is necessary to be successful in most of our processes. In such cases, we bring our stakeholders together around common goals and cooperate. In our activities, which we realize as a result of the common sense formed with the stakeholder engagement, we enable meeting the stakeholder expectations at the highest level.

We carry out our activities in interaction with approximately thirty stakeholder groups. Since views and practices of some of our stakeholders can significantly affect our activities or since some of them can be affected from ours, we are in close communication. This causes differentiation in the engagement level and tools we employ. Stakeholder groups, which we interact in a wider spectrum of issues, with more diverse tools and more frequent basis, compared to others, are employees, customers, consumers and dealers, shareholders and investors, suppliers, public institutions, NGOs, academicians and the media.

We employ several tools in order to keep in close touch with our stakeholders, to inform them, to make use of their expectations and views in our management decisions. Frequency of these tools varies according to the type of work we carry out. For example, practices such as hotlines and support programs, access through internet are continuous practices. We realize practices such as researches, surveys and other tools which we employ as a part of a management process at least annually. While we publish reporting engagements and other public disclosure in annual or quarterly basis, in some cases, according to the need emerged, we also make adhoc disclosures. We realize our other applications as the need has emerged.

Our Goals

- To have organizational development studies which will institutionalize studies of the Sustainability Working Group
- To develop our corporate policies and discourses within the framework of our new vision and mission in the sub-headlines of our sustainability domains
- To strengthen our criteria for evaluating sustainability performance in accordance with internationally accepted principles
- To map our stakeholders consisting of headquarter and country operations with methods compatible with international standards
- To make performance evaluation and benchmarking studies regarding sustainability management

Sustainable Brewing

We launched our sustainable brewery efforts by identifying the eight foremost attributes of our beer. We feel that we will be able to both meet stakeholder expectations and enhance our corporate sustainability by addressing these salient features.

Beer Using Less Water

High quality water is crucially important to produce our high quality products. For a sustainable future, responsible use of water resources that are increasingly under stress is our prior concern. We keep our long term, constant reduction in water withdrawal.

Our Goals

- We will use less water; improve recycling and reuse in our processes.
- By 2015, in brewery operations we will be consuming 25% less water - 3.5 hl/hl in average – to produce same amount of beer.
- We aim to reduce the amount of waste water and constantly improve discharge quality.
- We aim to achieve 2.3 hl/hl waste water discharge level in brewery operations by 2015.
- We will seek cooperations in both local and global scales in order to protect water resources.

Beer Generating Less Energy Use and Emission

We need energy to produce and distribute our beer. However, energy use is causing CO2 emissions resulting in climate change which is a major concern. To this end, using less energy and shifting to a greener energy portfolio are amongst our focus areas.

Our Goals

- In all our operations we will constantly improve energy efficiency and reduce carbon footprint.
- In 2015, we will consume 14% less energy and reduce carbon footprint by 15% per liter of beer produced in brewery operations.
- In our supply chain, we will support low carbon production and packaging technologies and practices.
- We are seeking to employ new methods to enhance these performance objectives via researches of our Environmental Impact Reduction Team (EIRT) which was established in 2011.

Beer Requiring Less Packaging

Developing packaging practices with less environmental impact while keeping product quality is our priority. As a key founder of ÇEVKO Foundation, we have been playing a pioneer role in recycling movement in Turkey.

Our Goals

- We will reduce our packaging use and prefer greener packaging practices.
- EIRT will enable us to evaluate the current packaging portfolio's environmental impacts and will find rooms for improvement.

Beer Promoting Talents

Through the years, what made us successful are creativity and talent. Creating a work environment that promotes talents is vital to retain our growth success. In order to retain and improve our talented employee profile, primarily we provide a work environment that respects human rights and dignity.

Our Goals

- We will deliver a work environment that enables "talents" stay motivated, happy and focused to corporate objectives.
- As always, we will keep promoting human rights in our area of influence and will never be a part of human right abuses of any form.

In order to strengthen our commitment, we have signed UN Global Compact in 2011. Accordingly, we will run an additional study that seeks if any process in all our operations is at risk especially in terms of child labor, forced or compulsory labor, union rights or diversity. Never presumed but if any risk occurs, we will take necessary approaches to eliminate.

In addition to retain "talents", we will also work to deliver new ones. In order to do so, we will not only train and motivate our employees but also secure room for diverse cultures and identities that nourish our organization.

Beer Enhancing its Value Chain

Developing a sustainable value chain is vital to produce "the best beer" uninterruptedly and to create more added value. As a result of our agricultural R&D studies in almost 25 years we have registered new barley and hops seeds. Not only had we continued our agricultural support program in Turkey, but we also launched a similar project in Russia.

Our Goals

- We will continue our agricultural R&D and local farmer support programs in Turkey; will expand our practices to Russia.
- We will continue and further improve our business development practices in value chain.
- We will continue to lead our suppliers and business partners to adopt better business conduct principles.

Beer Taking Responsibility

We aim that more people enjoy our quality beer. However, alcohol consumption, when abused, can be harmful. Possessing a consumer group who drinks responsibly and takes beer consumption as a culture gain pioneer importance for our long term sustainability.

Our Goals

- We will always produce worldclass quality beer brands and make sure that more consumers enjoy them responsibly.
- In next 10 years, we will try to form a consumer base who fancies beer culture through our products. To this end, we will foster our efforts for developing consumption points and for informing consumers on beer culture. We believe these projects constitute mutual benefit for us, business partners and also consumers.
- We will not only support responsible consumption but also actively discourage irresponsible drinking behaviors.

In 2011 we accelerated our efforts, starting with establishing a dedicated headquarter team for responsible consumption. This team will provide guidance and leadership for responsible consumption campaigns in all operation countries. Irresponsible consumption is a multidimensional issue which accommodates rarely to onefits-for-all solutions. During the upcoming reporting period, we will study on irresponsible consumption patterns in our operation countries. We aim to build a robust and holistic approach for this issue by 2012.

Beer Supporting Community Development

Brewery sector grows in economically and socially developed communities. To this end supporting communities' development is important for our sustainable growth. We continue to our long term commitment not only for local sourcing and employment, but also for contributing education, healthcare, culture & arts, sports and tourism.

Our Goals

- We will keep our commitment to local sourcing and hiring.
- We will search further possibilities for purchasing more items by number and volume from locally based suppliers. We will also seek new ways to boost our contribution to local economic development.
- We will continue to be a global citizen who is responsive to stakeholder expectations and a caring neighbor for the communities that we operate in.

In Turkey, we have successful community development programs. In the upcoming years, we will continue these programs, expand their extents -where possible- to other operation countries; and develop new projects which respond local community expectations in all operation countries.

Greener and Safer Beer

For strengthening our social license to operate, being a reliable neighbor, conducting safer and greener processes are absolute musts.

Our Goals

- Like before, we will enhance our health and safety measures with respect to our "0 accident" objective; on the other hand we will be prepared for any unexpected emergency situation in order to ensure our employees' and "neighbors' " health and safety.
- Beside production processes, in the upcoming period, we will especially focus on road safety enhancement practices starting by our employees, expanding towards distribution partner employees.
- We will reduce our environmental impacts to minimum levels by employing cutting-edge technology.

We believe EIRT's studies will bring promising outcomes especially in term of waste and odor management.

We will consider social and environmental impacts as a major indicator when investing in new processes or entering to a new country operation.

A commitment to corporate social responsibility is CCİ's road map for conducting business. CCİ operates in 10 countries with a commitment to social, environmental, broad economic and ethical priorities.

Soft Drink Operations*

Corporate social responsibility approach:
Senior management's most important responsibility is to keep their companies healthy by creating continuous and long-lasting value for stakeholders. With this fact as a guiding principle, we have taken our understanding of corporate social responsibility (CSR), which is essentially managing the social, economic and environmental impact with a model that ensures stakeholder engagement, and makes it more than just one area of operating, turning it instead into a basic model in order to ensure the sustainability of our business. It is inconceivable to even consider the sustainability strategy of CCİ separate from its primary business strategies. Therefore, our CSR commitment begins at the highest levels of management and is disseminated to field operations at every level directing the working practices in every business unit. We have created a management approach that is shaped by strategy and policies in order to ensure central decision-making, coordination and monitoring of CCİ's CSR performance. Those efforts are coordinated by a strategic and organizational structure that operates under the umbrella of sustainability management.

(*) The information in this section is gathered from Coca-Cola İçecek A.Ş.'s most recent Corporate Social Responsibility Report covering 1 January 2009 – 31 December 2010 period. For more details, please refer to the full report in www.cci.com.tr

Within the framework of our CSR approach, we work in concert with various organizations operating in fields that we have designated as a priority. The most comprehensive of the initiatives that we are engaged in is the UN Global Compact. This voluntary agreement outlines business principles for companies in social, economic and environmental areas and CCİ is in full compliance with all of its articles in all of our operations. With regards to combating climate change, we were among the first companies to sign the Copenhagen Communiqué in 2009 and the Cancun Communiqué in 2010.

Leading change is a fundamental business principle for CCİ. We develop pioneering practices that serve as an example for the business world and especially for stakeholders in our geography. We believe that these practices can always be developed further. Therefore, improving our business processes and practices is a never-ending process, and it is this understanding that guided us in the creation of the five-pillar CCİ 2020 Vision and Strategic Framework in 2010. Sustainability is one of these pillars that will guide CCİ on its journey to 2020.

1. People and Organizational Leadership
Build a highly capable organization and be the employer of choice

2. Commercial Leadership
Profitably deliver superior value to consumers & customers at the optimal cost to serve

3. Supply Chain
To be the best in class consumer demand fulfillment organization that exceeds customer expectations highest in quality, lowest in cost, in a sustainable, socially responsible manner

4. Operational Excellence
Create a culture of Operational Excellence to support continuous improvement of our business process and systems

5. Sustainability
Ensure the long-term viability of our business by being proactive and innovative in protecting the environment and be recognized as one of the most responsible corporate citizens by all stakeholders.

Embed sustainability in our culture to achieve our commitments:

A. Environment: Minimize our carbon footprint and water usage by reducing packaging, water, and energy

B. Marketplace: Consistently provide the highest quality and food safety compliant beverages

C. Workplace: Ensure a safe place to work respecting human rights and be fully compliant with workplace rights

D. Community: Make a difference in our local communities by encouraging employee volunteerism and by corporate involvement

Develop all employees and business partners to become proud ambassadors of our products and company.

Sustainability Management Organization

CCİ's sustainability model is based on managing the social, economic, environmental and ethical impacts of its operations and products and is managed by its own unique administrative organization within our corporate management structure. This organization is represented at all levels of CCİ management throughout its geography. Approving the sustainability strategy and monitoring performance is the responsibility of the CCİ Board of Directors Corporate Governance Committee.

The CCİ Sustainability Committee is headed by the CEO and is comprised of senior management, which provides the feedback necessary to properly discharge its duty. The fundamental role of the Sustainability Committee is to identify long-term sustainability targets and set sustainability metrics. The CCİ Sustainability Working Group operates with the participation of all CCİ Function Heads and plays a critical role in making sure that sustainability management is connected with field operations and the upper-level management structure. The strategic orientation and objectives that emerge from upper-level management processes are communicated to functional management by the Working Group to be transformed into field applications.

As it identifies sustainability priorities and long-term objectives as part of the global Coca-Cola System, CCİ also takes into account the sustainability priorities identified by The Coca-Cola Company (TCCC). The coordination required is provided through coordination meetings that are attended by senior CCİ and TCCC executives.

Stakeholder Engagement

Stakeholder engagement plays a significant role in our approach to corporate social responsibility. Our fundamental objective in stakeholder engagement efforts is to develop long-term relationships with strong foundations through positive, solution-oriented dialogue.

We believe that mutual benefit will increase as long as stakeholder engagement efforts are conducted within the framework of specific principles and system applications. Therefore, we prefer to use the stakeholder engagement principles and tools recommended by the AA1000SES standard in our practices. CCİ's areas of high priority sustainability performance form the basis of stakeholder engagement efforts. Whether it is reciprocal dialogue or a joint initiative, the goal in the formulation of practices is to meet the expectations of the stakeholders in the broadest possible fashion and to produce comprehensive solutions with a holistic perspective on their problems.

The CCİ Sustainability Working Group is responsible for identifying key stakeholders and devising engagement plans.

Sustainability

A. Environment:

According to CCİ's Environmental Policy;

- We conduct operations by prioritizing the value of the resources that future generations will require and by respecting the environment.
- We believe that minimizing our impact on the environment is a requirement for conducting business in the best way possible. Therefore, we carefully monitor our environmental impact and target a performance that exceeds legal requirements.
- We place the issue of water usage, which is fundamental to our business, at the heart of our environmental policy and aim to be an exemplary company in this regard.
- We make energy efficiency a priority in every area of operations, measure our carbon footprint and take the necessary actions to reduce it.
- Reducing the consumption of resources by increasing reuse and recycling, as well as disposing of the waste generated from operations without harming the earth are important aspects of our environmental management policy.
- We develop environmentally-friendly manufacturing processes in our area of operations, take initiative to create the same awareness with all stakeholders in our sphere of influence, taking leadership in joint projects and initiatives.

B. Market Place

We strive to respond to the expectations of our stakeholders with sustainable production and marketing practices.

We set priority issues at the Marketplace under the headings of product responsibility and active healthy living. The product responsibility principle guides us while we develop a product portfolio and it implies that we conduct all operations that add value to our products responsibly, from supply chain to the plants, distributors to the points of sale. Our product responsibility policy is to offer a broad product portfolio to meet the needs of every lifestyle, age and occasion, while producing with the highest quality in compliance with food safety standards.

Under the heading of active healthy life, we report our responsibilities at the stage where our products meet the consumers. Issues covered under this heading include product diversity, disclosure of information about the products and physical activity. We share comprehensive information about our products with consumers, we aim to created a product portfolio suitable for all lifestyles by diversifying our product offering and we support consumers, employees and the society to enjoy a more active lifestyle.

C. Work Place:

Our goal is to provide a fair and safe work environment for employees while providing strong support for personal and professional development.

As a result of the fact that we operate in different geographic regions, multi-culturalism pervades our work environment. One of the most important objectives is to provide a fair and safe workplace for all employees in each country where we do business and to support their personal development. CCİ's governance philosophy, policies and practices that are continuously revised and improved are the greatest help and guidance for the entire organization in this regard.

D. Community:

We care about the needs and expectations of local communities everywhere we operate and support solutions that are responsive to individual community needs.

Here at CCİ, We conduct business by meeting the expectations of society and complying with legal requirements in the countries and regions where we operate. We consider it a primary duty to lead sustainable development in the societies we are a part of with practices that realize the potential offered by our area of business.

We classify and monitor our impact in the regions where we operate as affecting either social or economic development. The primary factors that constitute our impact on economic development are local procurement, the employment we provide, the taxes we pay, and the support we provide for the activities of our customers while the social impact is shaped by the social responsibility activities we engage in. Within the framework of our 2020 Vision and Goals, we aim to make a difference in our local communities by encouraging employee volunteerism and providing corporate involvement.

Ethical Values and Operating Principles

As a company whose constant goal is to create increasingly more added value for all of its stakeholders, Anadolu Efes seeks to be a model for others by also adhering to corporate governance principles and to ethical values in the conduct of all of its activities.

Wherever it may be in operation, the Anadolu Group seeks to offer products and services that represent the very best not just locally but globally as well while also ensuring that the reputation which it enjoys is handed on to future generations. The essential values which the group recognizes when serving people are transparency, trustworthiness, loyalty, effective communication, and respect for the environment. This approach, to which the group has remained fully committed over the years, is also one to which Anadolu Efes subscribes in keeping with the great importance which it gives to the rules of ethics.

In keeping with the increasingly greater worldwide recognition of companies' social responsibilities, Anadolu Efes has formulated a human rights policy, with which it has also declared that it will comply in the conduct of all of its operations. This policy is a manifestation as much of Anadolu Efes's broad vision and pioneering spirit as of its discerning insight and behavior.

A set of "Operating Principles" which form the ethical values of the Anadolu Group and the Efes Beer Group are publicly disclosed on corporate website of Anadolu Efes.

Management's Financial Review and Expectations

Consolidation Principles

The 2011 audited and consolidated financial statements of Anadolu Efes, prepared in accordance with International Financial Reporting Standards (IFRS) as per Turkish Capital Markets Board ("CMB") Legislation, consist of the financial statements of Anadolu Efes, its subsidiaries and joint ventures as of the same date.

The consolidated financial statements comprise the financial statements of the parent company, Anadolu Efes and its subsidiaries and joint ventures drawn up to the reporting date. The purchase method of accounting is used for acquired businesses. Subsidiaries, joint ventures or investment in associates, acquired or disposed of during the year are included in the consolidated financial statements from the date of acquisition or to the date of disposal.

Subsidiaries are companies in which Anadolu Efes has the power to exercise more than 50 percent of the voting rights relating to the shares in the companies as a result of shares owned directly and/or indirectly by itself or although not having the power to exercise more than 50 percent of the voting rights, exercises control in order to make profit from the operations of companies through the exercise of actual dominant influence over the financial and operating policies. Among the subsidiaries are EFPA (marketing, sales and distribution of beer products in Turkey), Tarbes (hops production in Turkey) and EBI (International Beer Operations).

Joint ventures are companies in which there are contractual arrangements through which an economic activity is undertaken subject to joint control by the Group and its subsidiaries together with one or more other parties. CCİ (domestic and international Coca-Cola operations) is among the joint ventures.

The equity and net income attributable to minority shareholders' interests of subsidiaries are shown separately in the consolidated balance sheet and consolidated income statement, respectively.

Shares of Alternatifbank A.Ş. ("Alternatifbank"), whose majority share is held by Anadolu Group and in which the Company holds a 7.46 percent share, has been classified as "available for sale securities".

BEER OPERATIONS

2011 REVIEW BY ALEJANDRO JIMENEZ,EFES BEER GROUP PRESIDENT

Our strategic alliance with SABMiller was the most memorable event of 2011 and it is a new milestone for our beer operations. We are very excited with the expected outcomes of this partnership and already started to enjoy the second position in the world's fourth largest beer market Russia. The acquisition of SABMiller's Russian and Ukranian beer operations will allow us to grow our beer volumes significantly, while improving operating profitability of our international beer operations starting from this year. Consequently, we are pleased to say that this partnership will add significant value to both Anadolu Efes and SABMiller stakeholders.

Apart from this important development on our side, the year 2011 marked with challenges in our two major markets, namely Turkey and Russia; while excise tax increases affected both markets negatively, higher input costs and competitive landscape created extra pressure in Russia. As a result, we reported a 4.7% decline in our total beer volumes in 2011 in line with our quidance, despite very good performances achieved in other operating countries.

In Turkey beer operations, despite lower sales volumes, sales revenues rose by 7.5% in absolute terms, as a result of higher sales prices. Moreover, we were able to raise our gross margin, contributed by mild input cost inflation. However, our EBITDA margin descended to 37.4% due to higher operating expenses.

In international beer operations, our profitability significantly hurt by weak performance at Russian operations. Despite the price increases initiated in all operating countries, as well as improved volumes in operating countries other than Russia, our consolidated results affected negatively from softer volumes, higher input prices and increased operating expenses in Russia, leading to a lower EBITDA margin of 15% on a consolidated basis in 2011.

We expect challenges in our operating markets to continue in 2012 as well. However, we are very well equipped to deal with these difficulties and today we are stronger than ever with the contribution of our strategic alliance with SABMiller.

OUTLOOK FOR 2012

Turkey beer operations;

- Flattish beer market in Turkey due to higher consumer prices as a result of excise tax and input cost increases, further impacted by the Ramadan effect during the peak season.

- Our beer sales in Turkey to remain flat as well with a flat market share in 2012 vs. previous year.

- Sales revenues to grow at a rate of low-to-mid teens as a result of higher prices and the new sectoral regulations by TAPDK, effective as of July 2011, that has banned the distribution of free products which were previously recognized as sales discounts.

- Gross margin to remain flat in 2012 vs. 2011 contributed by price increases despite increasing cost base, especially due to higher barley prices in Turkey and negative impact of F/X-denominated raw material costs resulting from the devaluation of Turkish Lira.

- While a higher EBITDA in absolute terms is forecasted, EBITDA margin is expected to be slightly lower compared to the previous year due mainly to higher operating expenses resulting from the accelerated investments in on and off trade. However, we are confident that EBITDA margin will be maintained at high thirties level.

International beer operations;

- Beer markets in Kazakhstan, Moldova and Georgia are expected to grow at around low-to-mid single digits. On the other hand, the Russian beer market expected to decline at a rate of low-to-mid single digits due to higher prices as a result of higher excise taxes (excise taxes rose by 20% as of 1 January 2012) and inflationary increases, in addition to new restrictions on beer selling & advertisement and economic uncertainties.

- Consequently, we expect a low-single digit growth in EBI's consolidated sales volumes in 2012 on an organic basis (i.e. excluding the contribution of newly acquired operations of SABMiller in Russia and Ukraine).

- In Russia, we will be able to cover both excise tax and inflationary increases with the planned price increases. We already started price increases in 2011-end and raised average selling prices by ca. 4% in November 2011 and ca. 3% in February 2012.

- EBI's consolidated net sales revenues will grow organically at high-single digit level due to planned price increases in operating countries.

- On an organic basis, mainly due to a better operational performance in Russia, both gross profit and EBITDA margins of EBI to improve slightly with rises in both lines in absolute terms as well.

- As the acquisition of SABMiller's operations in Russia and Ukraine have just been completed in early March, we believe it would be more appropriate to provide the outlook for the merged operations within our 1Q2012 results announcement in early-May.

Turkey Beer Operations:

In Turkey beer operations, total sales volume increased by 1.4% to 2.0mhl in 4Q2011 over 4Q2010, with a 2.4% rise in the domestic volumes. Despite the negative impact of the simultaneously introduced average price increase of 14% with the most recent excise tax hike of 20% effective as of 13 October 2011 in addition to the high base of 4Q2010, we were able to report higher volumes in the quarter compared to the same period of 2010. As a result, Turkey beer operations' total sales volume in FY2011 declined slightly by 0.8% to 8.4 mhl compared to FY2010, in line with our guidance.

Due to a higher price increase more than covering the excise tax increase in addition to higher volumes, sales revenues rose by 9.1% to TRL 338.9 million in 4Q2011 vs. 4Q2010. Consequently, net sales revenues of Turkey beer operations reached TRL 1,390.8 million in FY2011, up by 7.5% vs. FY2010.

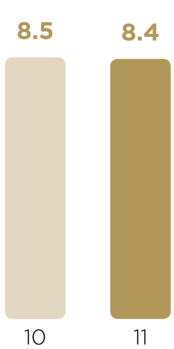
In the last quarter of 2011, gross profit of Turkey beer operations rose by 7.4% in absolute terms. However, despite a price increase initiated in the quarter, gross margin declined by 104 bps to 67.4% in 4Q2011 vs. 4Q2010, due mainly to the negative impact of F/X-denominated raw material costs resulting from the devaluation of Turkish Lira. Consequently, Turkey beer operations' gross profit increased by 8.1% in absolute terms to TRL 961.2 million in FY2011, leading to a gross profit margin of 69.1%, up by 33 bps compared to the previous year.

Turkey beer operations' operating profit declined by 9.1% to TRL 82.1 million in 4Q2011, indicating a margin fall of 483 bps to 24.2% compared to the same quarter of 2010. This was mainly due to comparatively higher operating expenses in the period elevated by the initiatives to enhance retail practices following the implementation of the new retail regulations in the second half of the year. Hence, Turkey beer operations' operating profit reported as TRL 427.6 million in FY2011, down by 1.1%, with a decline of 267 bps in operating margin to 30.7%.

EBITDA of Turkey beer operations declined by 6.1% to TRL 107.8 million in 4Q2011, while EBITDA margin receded by 514 bps to 31.8% in the period vs. the same quarter of last year, resulting from lower operating profitability. For the full year, EBITDA remained flat at TRL 519.9 million in 2011 compared to the previous year, with a margin decline of 275 bps to 37.4%.

Net income of Turkey beer operations declined by 8.7% to TRL 336.5 million in FY2011 compared to FY2010, mainly due to higher interest expense and F/X losses resulting from the devaluation of TRL outpacing higher interest income and F/X gains,

Turkey Beer Operations Sales Volume (mhl)



Turkey Beer Operations Net Sales Revenue (TRL Million)

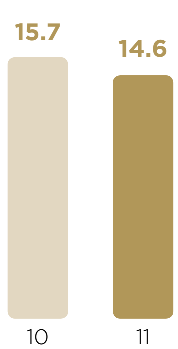
Turkey Beer Operations EBITDA (TRL Million)

while most of these gains and losses are non-cash. Turkey beer operations net cash position declined from TRL 178.2 million at 2010-end to TRL 34.3 million as of 2011-end due to the capital increase in EBI.

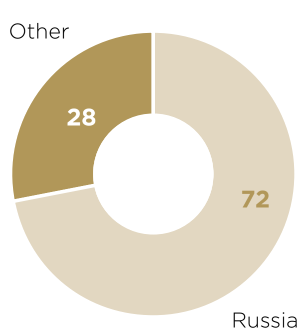
International Beer Operations:
International beer operations are conducted by Efes Breweries International N.V.("EBI"), 100% subsidiary of Anadolu Efes based in the Netherlands. As of 31 December 2011, EBI operates in 4 countries with 9 breweries and 5 malteries. EBI has a 28% share in Central European Beverages (CEB), which has beer operations in Serbia and it also owns a sales and distribution company in Belarus.

In the last quarter of 2011, EBI's consolidated sales volume decreased by 12.3% to 2.8mhl over the same quarter of 2010, mainly due to the continued softness in Russian volumes as well as the high base of last year. Despite the continued growth trend in sales volumes in Kazakhstan, Moldova and Georgia in 2011, our consolidated sales performance in international operations hurt by higher price points to reflect increased excise taxes and input prices, the new regulatory restrictions on the industry and increased competition in Russia, more than eliminating the volume growth achieved in other countries of operations. Consequently, EBI's consolidated sales volume reported as 14.6 mhl in FY2011, down 6.7% compared to FY2010. This annual volume performance was in line with our guidance of mid-single digit decline in our international beer volumes in 2011.

International Beer Operations Consolidated Sales Volume (mhl)

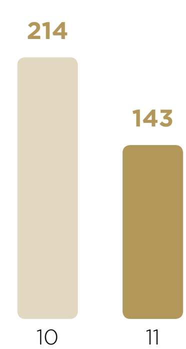


International Beer Operations Consolidated Sales Volume Breakdown (%)



International Beer Operations Consolidated Net Sales Revenue (USD Million)

International Beer Operations Consolidated EBITDA (USD Million)



Despite a price increase of ca. 4% in 4Q2011, weaker Ruble more than eliminated the positive effect of higher sales prices in local currency terms in Russia. However, contributed by higher selling prices in other operating countries and stable currencies, USD consolidated sales price on a per liter basis improved slightly and the fall in EBI's consolidated sales revenues in USD terms was less than the volume decline in 4Q2011 vs. 4Q2010. Consequently, EBI reported net sales revenues of USD 178.1 million in 4Q2011, down 11.3% compared to 4Q2010, and net sales revenues remained almost flat at USD 976.0 million in FY2011 compared to FY2010.

EBI's gross margin continued to shrink in the last quarter of 2011, again due to the same factors which were valid throughout the year; elevated input prices, higher taxes and stiff competition in Russia. As a result, consolidated gross profit declined by 25.2% in absolute terms to USD 67.4 million, with a gross margin of 37.8%, down 706 bps y-o-y.

Likewise, for the whole year, EBI's gross profit fell by 12.3% to USD 410.7 million in FY2011 compared to FY2010, indicating a gross margin of 42.1% in 2011 vs. 47.9% in 2010.

EBI reported an operating loss of USD 18.1 million in 4Q2011 vs. an operating profit of 12.1 million in 4Q2010. In addition to lower gross profit, higher operating expenses due to inflationary rises in fixed costs and transportation expenses have let EBI to report a consolidated operating profit of USD 36.3 million in FY2011 vs. USD 112.7 million in FY2010. Consequently, EBI's consolidated operating margin fell by 782 bps to 3.7% in FY2011 compared to FY2010.

SOFT DRINK OPERATIONS:

Anadolu Efes' soft drink operations are run by Coca-Cola İçecek A.Ş. ("CCİ"). CCİ produces, sells and distributes sparkling and still beverages, primarily brands of The Coca-Cola Company, in Turkey, Kazakhstan, Azerbaijan, Jordan, Kyrgyzstan, Turkmenistan and Iraq. In addition, CCİ is a party to joint venture agreements that have the exclusive distribution rights for brands of The Coca-Cola Company in Pakistan and Syria. Anadolu Efes is the largest shareholder of CCİ with 50.3% stake.

2011 REVIEW BY DAMIAN GAMMELL, EFES SOFT DRINK GROUP PRESIDENT

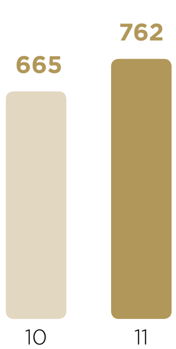
2011 was another strong year for CCI. Our company delivered volume growth of 14.5%, cycling very strong 13.5% growth of last year. All categories posted strong growth on the back of successful marketing campaigns, promotions and better execution both across our international operations and Turkey.

International operations volume was up by 25.7%, primarily attributable to strong growth in Kazakhstan, Pakistan and Iraq. Turkey operations volume was up by 10.6%, gaining volume and value share in sparkling beverages.

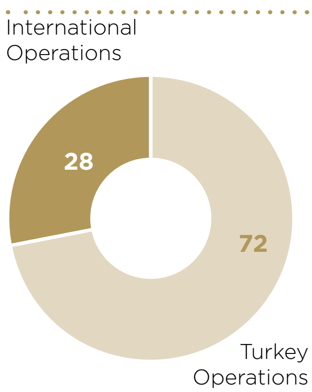
We continue to execute our strategic plan as we successfully grew net sales revenue ahead of volume growth. On a consolidated basis, net sales revenue was up by 24% driven by performance in both Turkish and International business units.

In line with our guidance, while the top line growth was intact, high raw material prices weighed on our EBITDA margin. As a result of input cost inflation, our EBITDA margin contracted by 1.5pp at the lower end of guidance, as provided. Moreover, the TRL's depreciation against US$ impacted our bottom-line. In spite of these challenges our EBITDA grew 12% and EBIT grew 21%.

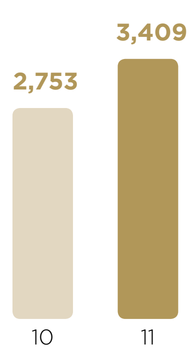
Soft Drink Operations Consolidated Sales Volume (mu/c)



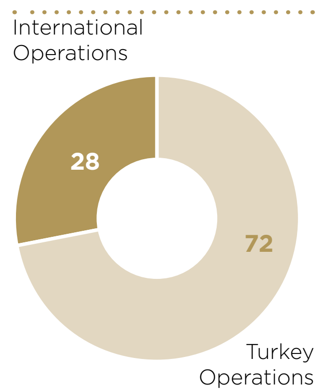
International Beer Operations Consolidated Sales Volume Breakdown (%)



Soft Drink Operations Consolidated Net Sales Revenue (TRL Million)



Soft Drink Operations Consolidated Sales Volume Breakdown (%)

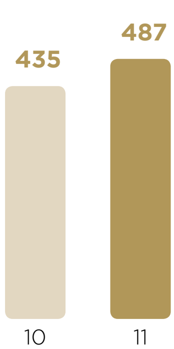


In addition to robust organic growth, we continue to expand through strategic acquisitions. In February 2012, we announced that we will be acquiring an effective 65% stake in Al Waha Beverages operating in Southern Iraq. We have been operating in Northern Iraq since 2006. Iraq offers significant growth potential with its 33 million population, of which 70% are less than 30 years of age.

As we leave 2011 behind us, we still are conscious of the challenges that remain in 2012. Nevertheless, after the first couple of months of the year, we are cautiously optimistic about delivering on our plan. As we look ahead, we expect our volumes to continue grow, driven by a mid-single digit growth in Turkey and mid-teens growth in international operations. We expect our sales revenue to grow faster than our volume performance. We also expect a flat to positive EBITDA margin performance.

In 2012, we will continue to invest in our brands, people and infrastructure as we build our organizational capabilities towards delivering sustainable growth in line with our 2020 vision.

Soft Drink Operations Consolidated EBITDA
(TRL Million)



Consolidated sales volume was up by 8.0% to 140.6 million unit cases in 4Q2011. Consolidated sales volume increased by 14.5% in 2011 and reached 761.7 million unit cases on the back of strong growth both in Turkey and international operations.

In 4Q2011, Turkey sales volume increased by 1.4% to 96.9 million unit cases, cycling a high base in a challenging quarter when average temperature was significantly below historical averages. Turkey operations' sales volume increased by 10.6% and reached 546.8 million unit cases in 2011. The sparkling beverage category posted close to 5% growth thanks to successful occasion based marketing activities, promotions and portfolio expansion through affordable packaging. The still beverage category grew above 20% with the help of strong growth both in the water and juice category. The tea category grew at above 20% on the back of new package and flavor launches as well as lower temperatures especially during the second half of 2011.

International volume rose by 26.4% to 43.8 million unit cases in 4Q2011. International sales volume increased by 25.7% to 215.0 million unit cases in 2011, driven by the strong volume growth in Central Asia, Iraq and Pakistan.

Consolidated net revenue grew by 26.7% to TRL 670.5 million in 4Q2011, significantly exceeding volume growth. Net sales grew by 23.8% to TRL 3,408.6 million in 2011, ahead of volume growth. Net revenue per case increased by 8.2% to TRL 4.47 as a result of higher average pricing in Turkey and all key international markets.

In Turkey, net sales increased by 11.6% in 4Q2011. Net sales per unit case increased by 10.1% to TRL 4.61 due to price increases and positive impact of the increase of immediate consumption package share in the sparkling mix. In 2011, net sales revenue rose by 16.6% and reached TRL 2,472.8 million, whereas net sales per unit case was up by 5.4% to TRL 4.52 on the back of effective pricing, promotion management and the increase of immediate consumption package share in the packaging mix, in particular can.

In international operations, net sales revenue increased by 34.5% to USD 120.9 million in 4Q2011, whereas net sales per unit case increased by 6.4% to USD 2.76 on the back of higher average pricing in key markets driven by favorable mix. Net sales revenue increased by 36.3% to USD 576.2 million in 2011, ahead of volume growth. Net sales per unit case increased by 8.4% to USD 2.68 due to higher average pricing driven by favorable mix and increased prices in some key markets.

Consolidated gross profit margin rose by 418 bps to 38.0% in 4Q2011 thanks to favorable sugar prices particularly in Turkey and also in some international markets such as Kazakhstan and Pakistan coupled with strong topline. In 2011, the gross profit margin came down by 42 bps to 37.0% driven by higher input costs as well as the depreciation of the TRL against USD. In Turkey, cost of sales was almost flat thanks to favorable sweetener prices despite higher resin costs and sharp depreciation of TRL in 4Q2011. Consequently, the gross margin increased from 38.5% to 45.1%. In 2011, cost of sales was up by 15.5%, lower than the net sales growth and was impacted mostly by higher packaging costs. Accordingly, the gross margin increased from 39.8% to 40.3% whereas gross profit per unit case rose by 6.8% to TRL 1.82. In international operations, cost of sales increased by 28.6% in 4Q2011, lower than revenue growth on the back of favorable sugar cost in some markets, offsetting higher resin and can costs. Hence, the gross profit margin was up by 352 bps to 23.1%. In 2011, cost of sales were up by 39.9%, higher than the revenue growth, which was driven by the increase mainly in sugar, resin and can costs. As a result, gross profit margin decreased by 189 bps to 27.6%.

Consolidated EBIT came in at TRL 15.9 million in 4Q2011 vs. TRL 14.4 million loss in 4Q2010 thanks to improvement at the gross profit of both Turkey and international operations despite the increase in Turkey's distribution and marketing expenses. Consequently, the EBIT margin was 2.4% vs. -2.7% in 4Q2010. EBIT grew by 20.8%, lower than net revenue, due to higher distribution, selling and marketing expenses in 2011. In Turkey, EBIT was up by 11.5% in 2011, whereas EBIT margin eased by 49 bps to 10.8% as a result of relatively high increase in opex per unit case. In international operations, EBIT was up by 58.5% to USD 45.4 million while EBIT margin improved by 110 bps to 7.9% thanks to lower operating expenses as a percentage of net sales despite 189 bps contraction on the gross profit level.

In 4Q2011, consolidated EBITDA increased 66.0% to TRL 58.4 million as a result of better operating profitability while depreciation charges as percentage of sales were lower vs. a year ago. Hence, the EBITDA margin rose to 8.7% from 6.6% a year ago. In FY2011, consolidated EBITDA grew by 11.9%, slower than the EBIT growth due to lower depreciation charges. Hence, the EBITDA margin narrowed by 151 bps to 14.3%.

In FY2011, consolidated net Income attributable to shareholders of TRL 140.3 million was recorded in 2011, down from TRL 197.7 million in FY2010 as a result of higher non-cash foreign exchange losses from foreign currency denominated financial loans.

Consolidated total financial debt as of 31 December 2011 increased by TRL 388.5 million to TRL 1,634.0 million from TRL 1,245.5 million as of year end-2010. Consolidated net debt as of 31 December 2011 was TRL 1,108.0 million versus TRL 646.8 million as of 31 December 2010.

ANADOLU EFES CONSOLIDATED RESULTS

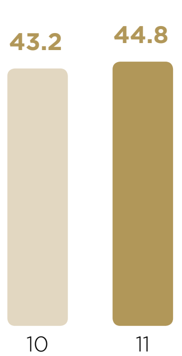
In 4Q2011, Anadolu Efes' consolidated* sales volume was 8.8 mhl, down slightly by 0.7% compared to 4Q2010, due to weak volume performance in international beer operations. Consequently, total sales volumes reported as 44.8 mhl, up 3.7%, in FY2011 vs. FY2010.

Consolidated net sales revenues grew significantly by 17.8% in 4Q2011 compared to 4Q2010, due to higher sales prices in all operations, leading to a full year consolidated net sales growth of 14.2% to TRL 4,761.3 million in FY2011 over FY2010.

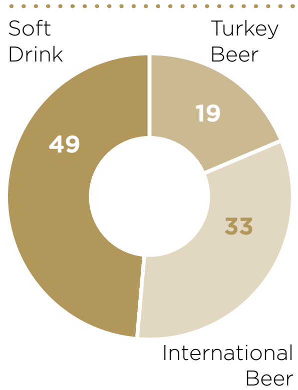
Anadolu Efes' consolidated gross profit grew by 11.0% in absolute terms to TRL 485.1 million in 4Q2011 vs. 4Q2010. Consolidated gross margin declined by 288 bps to 47.1% in 4Q2011, despite the improvement in soft drink segment's gross margin, due to the fall in beer segment's gross margin resulting from higher input costs compared to the same period of the previous year and higher contribution of low-margin soft drink segment to the consolidated results. As a result, consolidated gross profit reported as TRL 2,281.7 million in FY2011, up 7.8% compared to FY2010, with a gross margin of 47.9%, indicating a margin decline of 287 bps.

Consolidated operating profit declined by 44.6% to TRL 44.4 million in 4Q2011 vs. 4Q2010, with a 485 bps fall in operating margin to 4.3%, mainly driven by weak performance in international beer. This was contributed by higher operating expenses in all business lines. Consolidated operating profit of Anadolu Efes reported as TRL 605.1 million in FY2011, down 12.8% vs. FY2010, with a margin decline of 393 bps to 12.7%.

Anadolu Efes Consolidated Sales Volume (mhl)

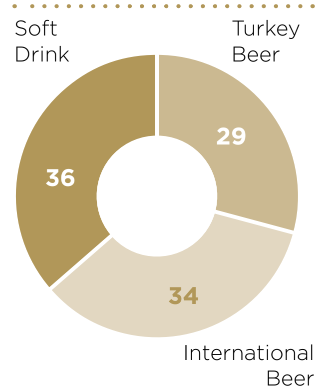


Anadolu Efes Consolidated Sales Volume Breakdown** (%)



Anadolu Efes Consolidated Net Sales Revenue (TRL Million)

Anadolu Efes Consolidated Net Sales Revenue Breakdown** (%)



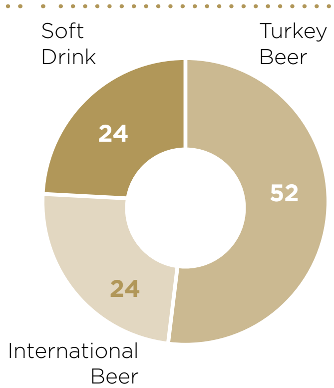
* Includes the beer operations in Turkey and internal operations, and 50.3% of CCİ's results.
** On a combined basis.

Anadolu Efes' consolidated EBITDA in the last quarter of 2011 declined by 19.8% y-o-y to TRL 139.3 million mainly due to lower EBITDA generated in international beer operations. Consequently, consolidated EBITDA margin declined to 13.5% in 4Q2011 from 19.9% 4Q2010, also impacted by higher contribution of soft drink business to the consolidated results. Likewise, full year EBITDA of Anadolu Efes dropped by 6.4% to TRL 953.4 million in FY2011 compared to the previous year, indicating a margin decline of 442 bps to 20.0% in the same time period.

Anadolu Efes reported a net profit attributable to shareholders of TRL 341.2 million in FY2011, down 32.3% vs. FY2010, due to both weaker operating profitability and F/X losses arising from hard-currency based debt, although mostly non-cash. Consolidated net financial debt increased to TRL 1,159.2 million at 2011-end compared to TRL 770.1 million at 2010-end, indicating a consolidated net debt/EBITDA ratio of 1.2x times.

Anadolu Efes Consolidated EBITDA (TRL Million)

Anadolu Efes Consolidated EBITDA Breakdown* (%)



* On a combined basis.

Summary Financial Tables:

ANADOLU EFES
Consolidated Income Statements For the Year Ended 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
SALES VOLUME (million hectoliters)	**43.2**	**44.8**
SALES	**4,168.8**	**4,761.3**
Cost of Sales (-)	-2,051.3	-2,479.6
GROSS PROFIT FROM OPERATIONS	**2,117.4**	**2,281.7**
Marketting, Selling and Distribution Expenses (-)	-1,060.5	-1,262.8
General and Administrative Expenses (-)	-354.0	-414.8
Other Operating Income	25.0	43.1
Other Operating Expense (-)	-34.4	-42.1
PROFIT FROM OPERATIONS	**693.6**	**605.1**
Loss from Associates	-17.9	-6.8
Financial Income	244.3	240.7
Financial Expense (-)	-261.5	-374.0
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	**658.6**	**465.0**
Continuing Operations Tax Expense (-)	-140.1	-105.5
PROFIT FOR THE PERIOD	**518.4**	**359.5**
Attributable to:		
Minority Interest	14.8	18.3
Net Income Attributable to Equity Holders of the Parent	503.6	341.2
EBITDA	**1,019.0**	**953.4**

Note 1: CCİ's consoliated results are proportionately consolidated in Anadolu Efes' financial results as per its 50.3% shareholding.
Note 2: EBITDA comprises of Profit from Operations, depreciation and other relevant non-cash items up to Profit From Operations.

ANADOLU EFES
Consolidated Balance Sheets as of 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
Cash & Cash Equivalents	939.3	917.6
Financial Investments	55.1	22.6
Trade Receivables	518.3	578.4
Due from Related Parties	0.3	0.1
Other Receivables	7.9	16.9
Inventories	467.9	561.5
Other Current Assets	152.0	246.1
Total Current Assets	**2,140.8**	**2,343.3**
Other Receivables	1.3	1.6
Investments in Securities	37.5	25.2
Investments in Associates	21.4	18.4
Biological Assets	1.5	6.5
Property, Plant and Equipment	2,043.8	2,510.3
Intangible Assets	361.9	447.0
Goodwill	871.1	912.6
Deferred Tax Assets	40.0	62.4
Other Non-Current Assets	69.5	93.4
Total Non-Current Assets	**3,448.0**	**4,077.5**
Total Assets	**5,588.8**	**6,420.7**

	2010/12	2011/12
Short-term Borrowings	996.1	795.6
Trade Payables	253.3	307.6
Due to Related Parties	8.6	9.2
Other Payables	290.8	342.8
Provision for Corporate Tax	15.3	9.4
Provisions	23.7	28.0
Other Liabilities	169.3	136.0
Total Current Liabilities	**1,757.2**	**1,628.6**
Long-term Borrowings	768.4	1.303.8
Other Payables	144.4	165.7
Provision for Employee Benefits	51.3	54.0
Deferred Tax Liability	42.8	52.3
Other Liabilities	9.7	9.3
Total Non-Current Liabilities	**1,016.6**	**1,585.2**
Total Equity	**2,815.0**	**3,206.9**
Total Liabilities and Shareholders' Equity	**5,588.8**	**6,420.7**

Note 1: CCİ's consolidated financial results are consolidated in Anadolu Efes' financial results by proportionate consolidation method as per Anadolu Efes' 50.3% shareholding in CCİ.

Note 2: 7.5% of Alternatifbank shares held by Anadolu Efes is accounted at fair value and classified as ''Investment in Securities'' in Non-Current Assets part of the balance sheet.

Note 3: "Financial Investments" in Current Assets mainly includes the time deposits with a maturity more than three months.

TURKEY BEER OPERATIONS
Highlighted Income Statement Items For the Year Ended 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
Sales Volume (million hectolitres)	**8.5**	**8.4**
SALES	**1,293.4**	**1,390.8**
GROSS PROFIT FROM OPERATIONS	**889.6**	**961.2**
PROFIT FROM OPERATIONS	**432.2**	**427.6**
Financial Income / Expense	16.7	-10.5
CONTINUING OPERATIONS PROFIT BEFORE TAX	**448.8**	**417.0**
Provision for Taxes	-80.3	-80.5
PROFIT FOR THE PERIOD	**368.5**	**336.5**
EBITDA	**519.1**	**519.9**

Note : EBITDA comprises of Profit from Operations (excluding other operating income/expense arising from Anadolu Efes' holding nature), depreciation and other relevant non-cash items up to Profit From Operations.

TURKEY BEER OPERATIONS
Highlighted Balance Sheet Items as of 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
Cash, Cash equivalents and Financial Investments	580.6	376.0
Trade Receivables	277.1	316.5
Inventories	96.0	120.8
Other Assets	22.9	39.3
Total Current Assets	**992.4**	**866.0**
Investments	1,587.7	1,774.3
Property, Plant and Equipment	375.3	384.4
Other Assets	35.9	56.7
Total Non-Current Assets	**2,010.2**	**2,228.1**
Total Assets	**3,002.6**	**3,094.1**
Trade Payables	53.0	60.2
Other Liabilities	206.5	248.4
Short-term Borrowings	325.1	178.0
Total Current Liabilities	**587.8**	**493.2**
Long-term Borrowings	77.3	163.7
Other Liabilities	186.6	214.6
Total Non-Current Liabilities	**263.9**	**378.3**
Shareholders' Equity	**2,150.9**	**2,222.7**
Total Liabilities and Shareholders' Equity	**3,002.6**	**3,094.1**

Note: Anadolu Efes subsidiaries, excluding brewing and malt production subsidiaries in Turkey, are stated on cost basis in order to provide more comprehensive presentation.

INTERNATIONAL BEER OPERATIONS (EBI)
Highlighted Consolidated Income Statement Items For the Year Ended 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS
(million USD)

	2010/12	2011/12
Volume (million hectoliters)	**15.7**	**14.6**
NET SALES	**976.8**	**976.0**
GROSS PROFIT	**468.3**	**410.7**
PROFIT FROM OPERATIONS	**112.7**	**36.3**
Financial Income / (Expense)	-17.3	-27.4
(LOSS)/PROFIT BEFORE TAX	**83.4**	**4.8**
Income Tax	-20.6	-2.1
(LOSS)/PROFIT AFTER TAX	**62.8**	**2.7**
Attributable to		
Minority Interest	8.7	10.7
Equity Holders of the Parent Company	54.2	-8.0
EBITDA	**213.7**	**143.0**

Note 1: EBITDA here means earnings before interest (financial income/(expense) — net), tax, share of net loss of associates, depreciation and amortisation, minus minority interest, and as applicable, minus gain on holding activities, plus loss/(gain) on sale of PPE disposals, provisions, reserves and impairment.

Note 2: Figures for EBI are obtained from consolidated financial statements prepared in accordance with IFRS.

INTERNATIONAL BEER OPERATIONS (EBI)
Highlighted Consolidated Balance Sheet Items as of 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS
(million USD)

	2010/12	2011/12
Cash and Cash Equivalents	66.0	152.1
Trade Receivables	55.8	61.3
Inventories	164.7	149.4
Other Current Assets	27.6	21.8
Total Current Assets	**314.3**	**384.9**
Property, Plant and Equipment	680.1	671.6
Intangible Assets (including goodwill)	454.1	402.4
Investments in Associates	13.9	9.8
Other Non-Current Assets	22.1	29.1
Total Non-Current Assets	**1,170.1**	**1,113.0**
Total Assets	**1,484.5**	**1,497.9**
Trade Payables, Due to Related Parties and Other Payables	246.0	171.6
Short-term Borrowings (including current portion of long-term debt and lease obligations)	225.8	285.9
Total Current Liabilities	**471.7**	**457.5**
Long-term Borrowings (including lease obligations)	242.4	196.4
Other Non-Current Liabilities	12.9	12.6
Total Non-Current Liabilities	**255.3**	**209.0**
Total Equity	**757.4**	**831.3**
Total Liabilities and Shareholders' Equity	**1,484.5**	**1,497.9**

Note 1: Figures for EBI are obtained from consolidated financial statements prepared in accordance with IFRS.

SOFT DRINK OPERATIONS (CCİ)
Highlighted Consolidated Income Statement Items For the Year Ended 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
Sales Volume(million Unit Case)	**665.4**	**761.7**
Sales (net)	2,753.2	3,408.6
Cost of Sales	-1,721.6	-2,145.8
GROSS PROFIT	**1,031.5**	**1,262.8**
Operating Expenses	-750.1	-939.9
Other Operating Income / (Expense) (net)	-9.6	5.4
EBIT	**271.8**	**328.3**
Gain / (Loss) from Associates	0.0	0.0
Financial Income / (Expense) (net)	-16.6	-144.9
INCOME BEFORE MINORITY INTEREST & TAX	**255.3**	**183.4**
Income Taxes	-56.9	-41.9
INCOME BEFORE MINORITY INTEREST	**198.4**	**141.5**
Attributable to, Minority Interest	0.7	1.2
Net Income attributable to Shareholders	197.7	140.3
EBITDA	**435.0**	**486.9**

Note 1: EBITDA comprises of profit from operations, depreciation and other relevant non-cash items up to EBIT.
Note 2: Figures for CCİ are obtained from consolidated financial results prepared in accordance with IFRS as per CMB regulations.

SOFT DRINK OPERATIONS (CCİ)
Highlighted Consolidated Balance Sheet Items as of 31.12.2011 and 31.12.2010
Prepared In Accordance with IFRS as per CMB Regulations
(million TRL)

	2010/12	2011/12
Cash and Cash Equivalents	491.7	522.2
Investments in Securities	107.1	3.8
Trade Receivables and Due from Related Parties (net)	300.0	284.2
Inventory (net)	223.7	298.6
Other Receivables	4.8	13.2
Other Current Assets	166.6	328.3
Total Current Assets	**1,293.8**	**1,450.2**
Investment in Associate	0.0	0.0
Property, Plant and Equipment	1,203.0	1,676.8
Intangible Assets (including goodwill)	459.4	593.7
Deffered Tax Assets	2.5	1.9
Other Non- Current Assets	54.5	63.0
Total Non-current Assets	**1,720.2**	**2,337.4**
Total Assets	**3,014.0**	**3,787.6**
Short-term Borrowings	627.7	125.4
Trade Payables and Due to Related Parties	144.3	275.3
Other Payables	80.9	92.5
Provision for Corporate Tax	1.0	1.4
Provisions for Employee Benefits	14.4	14.7
Other Current Liabilities	12.4	16.9
Total Current Liabilities	**880.6**	**526.1**
Long-term Borrowings	617.9	1,508.6
Provisions for Employee Benefits	35.7	30.2
Deffered Tax Liabilities	41.1	52.6
Total Non-Current Liabilities	**698.4**	**1,591.4**
Total Equity	**1,435.0**	**1,670.1**
Total Liabilities and Shareholders' Equity	**3,014.0**	**3,787.6**

Note 1: Figures for CCİ are obtained from consolidated financial results prepared in accordance with IFRS as per CMB regulations.

Investor and Shareholder Relations

Anadolu Efes continuously and regularly analyses the needs and expectations of its stakeholders and designs all of its processes accordingly and in such a way as to ensure that stakeholder satisfaction is never compromised.

Shareholder and investor communication is a matter of great importance for Anadolu Efes. Shareholder and investor relations are conducted by the investor relations unit, which is under the responsibility of the Finance and Investor Relations Department.

The company's disclosure policy is rooted in the principle of equal treatment of all shareholders and investors. Maximum care is taken to ensure that statements containing exactly the same information reach everyone correctly and simultaneously. When requests for information are received from shareholders, they are dealt with in exactly the same way and no information is imparted except that which has been already publicly disclosed.

Requests from shareholders and investors for information about matters concerning which the company may not already have made a public disclosure are dealt with in exactly the same way and it is a rule in such situations to ensure that all shareholders and investors are simultaneously informed by material event disclosures and/or press releases.

Material event disclosures are simultaneously published on the corporate website and by other means; they are also dispatched by email to stakeholders who have provided the company with contact information.

The corporate website is a continuously updated, bilingual (Turkish and English) communication channel which has been designed to be of benefit to shareholders, investors, analysts, and other stakeholders in line with issues specified in the corporate governance principles published by the Capital Markets Board in Turkey.

During 2011, 320 face to face meetings were conducted with local and international institutional and private investors, shareholders, and analysts concerning issues related to the company's business results, performance, and other reporting-period developments.

Company representatives took part in nine conferences in Turkey and abroad and one roadshow was organized to provide shareholders and investors with information about the company.

The company's annual reports are published in the English and Turkish languages. All material issues are publicly disclosed by means of material event disclosures and press releases as required by Turkish capital market laws and regulations.

Anadolu Efes's Credit Rating

Raising Anadolu Efes's "BB" long-term company credit rating to "BB+", S&P cited as justification of its opinion that the company's operational performance would remain strong and protect its solid structure against external factors.

The international rating agency Standard & Poor's (S&P) raised Anadolu Efes's long-term company credit rating from "BB" to "BB+". the company's outlook remained same at "Positive".

In its report published on 31 May 2011, S&P said that Anadolu Efes had proven that it had the ability to create sustainable cash flows and that, for this reason, the decision was made to reassess the company's risk profile and to increase its credit rating. Anadolu Efes's "Positive" outlook indicates that the company has the potential to further improve both its financial risk profile and its credit rating by further reducing its basic refinancing and interest rate exposure risks over the next two years. According to the report, S&P believes that Anadolu Efes's net debt/EBITDA ratio will remain less than 1.00. The S&P report additionally says that Anadolu Efes will continue to maintain a reasonable level of indebtedness and to generate positive cash flows. S&P also expressed the opinion that the company's operational performance would remain strong and protect its solid structure against external factors.

Corporate Governance Compliance Report

Anadolu Efes Corporate Governance Compliance Report-2011

Anadolu Efes has adopted the corporate governance understanding as an indispensable component in its activities. Closely following up on relevant international practices and adapting them to its own organization, the Company conducts its activities in compliance with CMB's Corporate Governance Principles.

The turbulence in financial markets in recent years further reinforced the importance of equal treatment, transparency and accountability underlying the corporate governance principles. Anadolu Efes has rigorously adapted the corporate governance approach to all its divisions in all its regions of operation.

Anadolu Efes has received a Corporate Governance Rating of 80.96 (8.10) from SAHA Kurumsal Yönetim ve Kredi Derecelendirme A.Ş. (SAHA- Corporate Governance and Credit Rating Services Inc.) and qualified for listing in the ISE Corporate Governance Index in 2008.

The Corporate Governance Rating of Anadolu Efes has been revised up to 82.71 (8.27) as of 05.06.2009, to 84.00 (8.40) as of 02.06.2010 and finally to 85.46 (8.55) as of 01.06.2011 as indicated in the Corporate Governance Rating Revision Reports prepared by SAHA.

SAHA stated in its report that Anadolu Efes has significant achievements in determination and management of corporate governance risks, as well as application of necessary internal control and management systems.

The final rating was determined within the framework of relevant CMB's resolution by attaching specific weights to the final rating under four sub-categories below.

Main sections	Weight	Note
Shareholders	0.25	88.19
Public Disclosure & Transparency	0.35	92.72
Stakeholders	0.15	93.92
Board of Directors	0.25	67.49
Total	**1.00**	**85.46**

A copy of the Corporate Governance Rating Report which has been published by SAHA is available on the Company's internet site, www.anadoluefes.com.

1. Corporate Governance Principles Compliance Disclosure

Our Company works within the framework of all existing regulations and the "Corporate Governance Principles", which are prepared by CMB, and adopts these principles as an important part of its management understanding. Furthermore, 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.

Currently, Corporate Governance Principles, which were renewed by CMB's Communiqués Serial: IV No: 56, dated 30.12.2012, and Serial: IV No: 57, dated 11.02.2012, are in effect. The preparations to comply with the mandatory articles of these principles in Company regulations and forthcoming first General Assembly Meeting continue and our efforts to increase the level of compliance with non-mandatory articles continue as well.

On the other hand, according to the CMB's resolution no: 5/136, dated 16.02.2012, Corporate Governance Compliance Reports for the year 2011 will be prepared according to the old Corporate Governance Principles, which mandates "apply-if not explain" principle. Based on this decision, our Company's 2011 Corporate Governance Compliance Report is prepared in accordance with old Corporate Governance Principles.

Our Company has complied with the old Corporate Governance Principles issued by CMB except for the below-mentioned provisions in the period of 01.01.2011-31.12.2011.

According to the Articles of Association of our Company any sale of the immovable assets of the Company needs the approval of the General Assembly. On the other hand, without any prejudice to the provisions no 443/2 of the Turkish Commercial Code, there are no provisions therein with respect to passing of other major resolutions by the General Assembly regarding any splitting, purchasing, selling, renting and leasing significant amount of property. The Board of Directors of our Company discussed the matter of adoption of such resolutions in the General Assembly and decided by a majority that such delegation would diminish the acting capability of the management against dynamic and changing business opportunities to the detriment of all shareholders and hinder the operations of the Company. Therefore, the Board of Directors found it appropriate to inform all shareholders in the very first General Assembly following such transaction(s), if any.

There is currently no provision in the Articles of Association of our Company allowing the exercise of cumulative voting system.

In line with the articles 3.3.4 and 3.3.5 of Section IV of the CMB's old Corporate Governance Principles, the independent member of our Board of Directors does not qualify as independent, however Engin Akçakoca, who is nominated by Anadolu Endüstri Holding, does not have any current ties to such nominating shareholder. Therefore Engin Akçakoca qualifies to be independent as per internationally accepted standards. Anadolu Efes believes that the objectivity and independent approach by this Board member highly contributes to the development and strengthening of the Company's management. In addition there are independent and professional individuals in capacity of consultants in our Company's Board of Directors.

Currently the chairman of the Audit Committee qualifies to be independent as per internationally accepted standards, whereas the chairman of the Corporate Governance Committee is not an independent board member.

Dr. Cem Kozlu
Corporate Governance Committee Chairman

Salih Metin Ecevit
Corporate Governance Committee Member

SECTION I - SHAREHOLDERS

2. Shareholder Relations Unit

In 2011, the Investor Relations Department, established within our Company's Finance and Investor Relations Directorate, continued to conduct the relations with our shareholders. The individuals in charge of shareholder relations are as follows:

Can Çaka-Anadolu Finance & Investor Relations Director
Tel: 0 216 586 80 47
Fax: 0 216 389 58 63
e-mail: can.caka@efespilsen.com.tr

Ayşe Dirik-Investor Relations Manager
Tel: 0 216 586 80 02
Fax: 0 216 389 58 63
e-mail: ayse.dirik@efespilsen.com.tr

R. Aslı Kılıç-Investor Relations Supervisor
Tel: 0 216 586 80 72
Fax: 0 216 389 58 63
e-mail: asli.kilic@efespilsen.com.tr

Details regarding the activities performed by this unit in 2011 can be found in our Company's 2011 Annual Report.

3. Exercise of the Information Rights by Shareholders

Our Disclosure Policy dictates equal treatment of all our shareholders and investors, and provides that accurate disclosure with similar content reaches to every recipient at the same time. Response to information requests from shareholders are managed according to this policy and includes information which is already made available publicly. Information requests from shareholders regarding the matters that are not yet within the public domain are also managed within this scope and we make sure that instead of selective disclosure, information is provided publicly to all audiences by means of press releases and announcements to the Istanbul Stock Exchange.

All information as per article no 1.11.5 of Section II of the Corporate Governance Principles is available in our Company's website for the shareholders.

Individual requests by each shareholder from the General Assembly to appoint a special auditor to exclusively survey and clarify a particular material case is not set as a right in our Company's Articles of Association. Amendment of the Articles of Association of our Company accordingly has been examined by the Board; however it is concluded that the desired benefit to shareholders would not be realized on the fact that appointment of a special auditor would complicate the management of the Company and deteriorate its acting capability.
On the other hand, believing that satisfying such requests is crucial, our Board of Directors has principally adopted that any disputable matter(s) on which the conduct of a survey is requested by the minority shareholders be conveyed to the Audit Committee for detailed examination in order to reserve the information rights of the minority shareholders and further resolved to effect necessary changes accordingly in the working procedures of the Audit Committee.

4. Particulars of the General Assembly

The annual ordinary General Assembly of our Company was held on 28.04.2011 with a quorum of 69.5% constituted by the total present 312,533,256.65 shares out of the total 450,000,000.00 shares representing the paid-in capital of our Company in amount of TRL 450,000,000. Our domestic and foreign shareholders attended the General Assembly in person or by proxy. Our Company has no bearer shares and the day, hour, venue and agenda of the meeting was announced on the Turkish Commercial Registry Journal no 7785 dated 01.04.2011, on page fifteenth of Dünya newspaper dated 01.04.2011 circulated country-wide as well as on our website at www.anadoluefes.com. The attorney forms for attendance by proxy is also available on our website to ease the process of attendance.

Our Company's Annual Report and Annual General Meeting Information Document have also been made available to shareholders in our registered office and our website at the date of announcement of the General Assembly and all information regarding our operations are kept updated in our website. Holders of the shares traded at the Istanbul Stock Exchange can also cast their votes by way of submitting a document showing the blockage of share certificates by Takasbank A.Ş. The minutes of the ordinary Annual General Assembly are published in our website thereby allowing for the analysis of shareholder questions in the meeting and the corresponding answers, advices and other assessments. Meeting minutes are forwarded to Istanbul Stock Exchange in the same day and also announced to the public via the Stock Exchange Bulletin.

In the General Assembly, shareholders attending the meeting have not exercised their rights of asking questions on meeting agenda. Out of agenda questions which have been raised with respect to Company operations have been replied by the Company's management.

While our Company's Articles of Association contain a provision with respect to rendering of resolutions by the General Assembly regarding the sale of immovable assets of the Company, there are no provisions therein with respect to passing of other major resolutions by the General Assembly regarding any splitting, purchasing, selling, renting and leasing significant amount of property, without prejudice to the provisions no 443/2 of the Turkish Commercial Code. The matter of adoption of such resolutions in General Assembly was discussed by the Board of Directors which resolved that delegating such decisions to the General Assembly would remarkably impede the operations of the Company, diminish the acting capability of the management against dynamic and changing business opportunities to the detriment of all shareholders. So as to pursue this purpose, it was found proper to advise all shareholders of the said transaction(s), if any, in the first General Assembly following such transaction(s).

5. Voting Rights and Minority Rights

There are no privileged shares among the shares representing the paid-in capital of our Company. There is no cross shareholding relationship with the majority shareholders of our Company. There is currently no provision in the Articles of Association of our Company allowing the exercise of cumulative voting system.

6. Dividend Policy and Dividend Payment Time

There is no privilege granted to shareholders regarding the distribution of dividends.

Within the framework of conformity with Corporate Governance Principles, our Dividend Policy has been resolved to be handled as a written policy starting from 2005.

As per the unanimous resolution of our Board of Directors, dated 07.04.2009, Anadolu Efes adopts as a general rule, except for investment periods requiring high cash outflows, distributing a dividend from the distributable profit each year with a ratio higher than the minimum amount that implied by CMB, without prejudice to CMB's prevailing regulations or any other relevant law and regulation.

Maintenance of this policy is among the primary objectives of our Company except for special conditions caused by extraordinary developments in economic conditions as well as investment and other funding requirements necessary for the long-term growth of the Company.

Profit distribution in 2011 has been fulfilled within prescribed legal periods.

Detailed explanations and tables regarding the distribution of profit for the year 2011 are provided in our Company's 2011 Annual Report.

7. Transfer of Shares

There are no provisions contained in the Company's Articles of Association restricting the transfer of shares.

SECTION II - PUBLIC DISCLOSURE AND TRANSPARENCY

8. Company Disclosure Policy

i. Purpose

Our Company maintains to act, in the course of disclosure to all our shareholders and other stakeholders, within the principles of equality, accuracy, impartiality, consistency and timing. It is essential to provide such announcement and clarifications under this policy in timely, correct, complete, understandable, analyzable and cost effective manner in strict observance of the rights and interests of our Company as well.

ii. Public Disclosure

a. General Principles

The information is immediately disclosed to the public about any development that may bring in a substantial change in the financial status and/or operations of our Company as well as all other matters laid down by the Capital Markets Board Legislation. However, information revealed to the public cannot contain, except for legal requirements, any sort of information that may potentially impede the competitive power thereby leading to detrimental consequences for our Company, shareholders and stakeholders and cannot be in the nature of trade secret.

Our Company's disclosure policy and any modifications thereto are approved by our Board of Directors, submitted to the information of the General Assembly and announced to the public. The conduct of our Company's disclosure policy is undertaken by the Finance and Investor Relations Directorate under the coordination of the Corporate Governance Committee.

The information and meeting requests from shareholders and other stakeholders are processed as per our Company's disclosure policy and any sharing of information is effected with already publicly available content.

Whenever it is necessary to reveal any information that has not already been made public as a reply to any question transmitted by shareholders and other stakeholders regarding all the matters prescribed as per the Capital Markets Board Legislation, a working group comprised of the related Group President, Group Finance and Investor Relations Director and Investor Relations Manager under the coordination of our Company's Corporate Governance Committee, handles and processes the matter within the framework of our Company's disclosure policy. Questions transmitted to our Company in that manner and the related disclosure can only be made public upon approval of this working group.

The written questions related to the information that is public and directed to Investor Relations Department are answered in a written format within two work days, if the data is available. If the requested data should be derived from the existing information, then the question is answered within five work days. All correspondences with analysts and investors are kept in records.

Legal or commercial relationships with other enterprises or individuals with whom there is a direct/indirect managerial, administrative, supervisory or ownership related relationship is disclosed in the financial tables and footnotes.

b. Public Disclosure Tools

In addition to all the information and documentation assembled as per the legislation with respect to the matters to be discussed in ordinary General Assemblies, a presentation relating to the results of annual operations and performance of our Company and other developments within the period is prepared and presented to the General Assembly. A copy of such presentation is published in our website.

Our Company releases its financial results on a quarterly basis. Our company also publishes an earnings release report simultaneously with financial results each quarter, which evaluates the results, to inform the investors and analysts.

At least two regular meetings per year are held, in order to give information to research analysts on the results of operations, performance and other developments within the period. Additionally, domestic and international conferences and other meetings held for the purpose of giving information to shareholders and investors are participated.

The official website of our Company currently hosted at www.anadoluefes.com is prepared and utilized, in both Turkish and English, as a communication channel for shareholders, investors, research analysts and other stakeholders in line with the issues laid down in the CMB's Corporate Governance Principles. A copy of all the announcements and presentations utilized in meetings held for the purpose of giving information are kept in our website in an updated fashion.

Our Company publishes the "Dividend Policy" and "Ethical Rules" in its website laid down by the CMB's Corporate Governance Principles.

Our website is open to everybody and there is no restriction. The visitors of the website are kept confidential, except for legal requirements. Our Information Systems Directorate took all the necessary measures to secure the safety of our website. The legal disclaimer and confidentiality policy is available in every page of our website.

In addition to the traditional data transmission channels, various communication facilities provided by information technologies may be employed for public disclosure. Within this framework, material event disclosures made by our Company can be sent directly by e-mail to stakeholders that have delivered their contact information via our website or other communication channels.

c. Public Disclosure via Press and the Monitoring of News in the Press

Press releases and/or press conferences may also be utilized for disclosing the results of annual operations including the year-end operational results, performance of our Company and other developments within the period as well as any development that may have a major impact on the financial status and/or operations of our Company.

Disclosure via press is affected under the coordination of our Company's Corporate Governance Committee and in collaboration with the above mentioned working group and Corporate Communications Directorate. In addition, opinions of the specialists, from the company or from outside, may be utilized when needed. A copy of each published press release is kept updated in the website.

On the other hand, all news and rumors about the company in TV, print media, internet and radio as well as the news in the local and international press followed by the nominated media monitoring agencies by the Company are evaluated by the above mentioned working group and Corporate Communications Directorate.

In case of facing with incorrect news, Investor Relations Department evaluates the situation and following the information request by ISE or CMB or in necessary circumstances, without the information request by ISE or CMB, the necessary announcements are made in accordance with Company's disclosure policy.

iii. Responsible Persons and Spokesperson of the Company

In our company, the persons with administrative responsibilities include members of the Board of Management, Board of Auditors and the highest level executive in the Company's management and directors directly reporting to him.

In all data communication channels including the press and in the meetings with shareholders, investors, research analysts and other stakeholders, only related Group President, Group Finance and Investor Relations Director and Investor Relations Manager as well as other managers and members of the Board designated by the Corporate Governance Committee will act in the capacity of spokesperson for and on behalf of our Company within the framework of our Company's disclosure policy.

iv. Protection of the Inside Information

The persons included in the "list of the persons entitled to access inside information" are reminded through personal letters about their responsibilities according to the law due to their inclusion in this list.

In addition, the spokesmen of the company are obliged to implement the "silence period" two weeks prior to the financial results announcement each quarter.

The starting and ending dates of the silence period are published in the website under investor calendar section, when the date of the financial results announcement becomes definite. The dates of the financial results announcement and related silence period is announced through investor calendar section at least four weeks prior to the financial results announcement.

During the silence period, excluding the information that has already been made public, the spokesmen are prohibited to make any comment on the financial position of the company on behalf of the company. The questions of the capital markets players like analysts and investors related to the financial position of the company are not answered. However, the silence period does not prohibit the attendance of and speeches by the spokesmen to conferences, panels etc.

v. Effective Date

This disclosure policy has been discussed and approved in the meeting of the Board of Directors of Anadolu Efes Biracılık ve Malt Sanayii A.Ş. dated 01.03.2011 and put into effect the same day.

9. Material event disclosures

A total of 16 material event disclosures have been released within the year pursuant to CMB's regulations. All material event disclosures have been made in due time.

The list of material event disclosures between 1 January 2011 and 31 December 2011 are as follows:

1. FY2010 Sales Volume Announcement (14.01.2011)
2. FY2010 Financial Results Announcement (29.03.2011)
3. Announcement regarding Invitation to General Assembly (29.03.2011)
4. Announcement regarding Dividend Distribution Proposal (29.03.2011)
5. Announcement regarding Result of the General Assembly and Dividend Distribution (28.04.2011)
6. Announcement Regarding a Board Resolution about Appointments in BOD and Committees (09.05.2011)
7. 1Q2011 Financial Results Announcement (10.05.2011)
8. Announcement Regarding Credit Rating by S&P (24.05.2011)
9. Announcement Regarding our Corporate Governance Rating (01.06.2011)
10. 1H2011 Sales Volume Announcement (15.07.2011)
11. Announcement Regarding Result of the Investigation by the Competition Authority (19.07.2011)
12. 1H2011 Financial Results Announcement (18.08.2011)
13. Announcement Regarding the Strategic Alliance between Anadolu Efes and SABMiller (19.10.2011)
14. Announcement Regarding the Changes in Management (26.10.2011)
15. 9M2011 Financial Results Announcement (03.11.2011)
16. Announcement Regarding the SABMiller Deal Update (16.12.2011)

10. Corporate Web Site and Content

Our corporate website is at www.anadoluefes.com. In our website, all information required as per Article no 1.11.5 in Section II of CMB's Corporate Governance Principles is available.

11. Declaration of Ultimate Real Person Shareholder/Shareholders

As of 31 December 2011, the individuals holding directly or indirectly 1% or above of our issued capital are listed below:

Name-Surname	Registered/To the bearer	Share in Issued Capital (TRL)	Share in Issued Capital (%)
S. Kamil Yazıcı	To the bearer	55,966,208	12.4
Tülay Aksoy	To the bearer	34,169,639	7.6
Tuncay Özilhan	To the bearer	33,396,003	7.4
İzzet Özilhan	To the bearer	22,779,762	5.1
Suzan Yazıcı	To the bearer	8,567,709	1.9
S. Vehbi Yazıcı	To the bearer	7,745,812	1.7
Vahit Yazıcı	To the bearer	5,631,680	1.3
Hidayet Yazıcı	To the bearer	4,888,213	1.1
İbrahim Yazıcı	To the bearer	4,575,433	1.0
Other – Yazıcılar Family	To the bearer	39,361,838	8.7
Other – Özilhan Family	To the bearer	773,645	0.2
Other	To the bearer	232,144,057	51.6
Total		450,000,000	100.0

12. Disclosure of the Persons Entitled to Access Inside Information

The list of the members of the board, members of the top management and other officers entitled to access inside information is as follows:

Members of the Board of Directors of Anadolu Efes, Anadolu Endüstri Holding and Yazıcılar Holding

- Tuncay Özilhan - Chairman of Anadolu Efes and Anadolu Endüstri Holding
- İbrahim Yazıcı - Vice Chairman of Anadolu Efes, Anadolu Endüstri Holding and Yazıcılar Holding
- Süleyman Vehbi Yazıcı - Member of the Boards of Anadolu Efes, Anadolu Endüstri Holding and Yazıcılar Holding
- Tülay Aksoy - Member of the Boards of Anadolu Efes and Anadolu Endüstri Holding
- Gülten Yazıcı - Member of the Boards of Anadolu Efes and Anadolu Endüstri Holding and Vice Chairman of Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- Hülya Elmalıoğlu - Member of the Boards of Anadolu Efes, Anadolu Endüstri Holding and Kamil Yazıcı Yönetim ve Danışmanlık A.Ş
- Ahmet Oğuz Özkardeş - Member of the Board of Anadolu Efes
- Ali Şanal - Member of the Boards of Anadolu Endüstri Holding and Yazıcılar Holding and Chairman of Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- S. Metin Ecevit - Chairman of Yazıcılar Holding and Member of the Board of Anadolu Endüstri Holding, Anadolu Efes and Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- Rasih Engin Akçakoca - Member of the Board of Anadolu Efes
- Mehmet Cem Kozlu - Member of the Boards of Anadolu Efes, Anadolu Endüstri Holding, Yazıcılar Holding and Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- Recep Yılmaz Argüden - Member of the Boards of Anadolu Efes, Anadolu Endüstri Holding, Yazıcılar Holding and Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- Ahmet Muhtar Kent - Member of the Board of Anadolu Endüstri Holding
- Nilgün Yazıcı - Member of the Board of Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.
- Osman Kurdaş - Member of the Board of Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.

Consultants to the Board of Directors
Ege Cansen
Ahmet Boyacıoğlu

Members of the Board of Auditors
Ali Baki Usta
Ahmet Bal

Executives of Anadolu Endüstri Holding and Yazıcılar Holding
Hurşit Zorlu
Volkan Harmandar
Murat Timur
Menteş Albayrak
Sezai Tanrıverdi
İrem Çalışkan Dursun
Onur Tufanoğlu
Bora Öner
Emine Elif Deniz
Cihan Alakuş
Berrin Arslan
Sibel Ahioğlu
Taner Çöllü
Can Doğan
Aynur Süleymanoğlu
Duygu Aydoğan Delikara
Mustafa Yelligedik
Yildiray Efil
Aykut Gümüşlüoğlu
Mete Türkyılmaz
Bahadır Sevim
Burçin Aydın
Gülşah Apak
Evren Cankurtaran
Orçun Özdemir

Executives of Efes Beverage Group
Alejandro Jimenez
Damian Gammell
Can Çaka
Altuğ Aksoy
Kenan Özçelik
Saltuk Ertop
Cem Güner
Thomas Schwind
Haluk Ilıcalı
Mustafa Susam
Tolga Mengi
Mustafa Levent İlgün
Haluk Özdemir
Özlem Çitçi
Ertan Cüceloğlu
Gani Küçükkömürcü
Melih Balcı
Adnan Aktan
N. Orhun Köstem
Ayşe Gündüz
Çiçek Uşaklıgil Özgüneş
Ayfer Yılmaz
Emre Erdoğan
Tuba Caldu
Can Eroğlu
Yeliz İsmi
Ayşe Dirik
Burak Tansuk
Aslı Kılıç
Filiz Menge
Selim Tekay
Barış Dinç
Ömer Yağcı
Levent Tansi
Serkan Tümer
Aylin Girgin Özbiliş
Cesur Kilinç
Berrak Tatar
İrfan Çetin

SABMiller Plc.
Domenic De Lorenzo
Mark Fleming
Adrian Kee
Alex Loudon
John Davidson
Stephen Jones
Gary Leibowitz
Peter Coveney
Robert Stevenson
Richard Mather

Executives of Credit Rating Agencies
Anton Geyze (Standard & Poors)
Nicolas Baudouin (Standard & Poors)

Employees of Independent External Audit Firm (Başaran Nas Bağımsız Denetim)
Burak Özpoyraz
Cihan Harman
Yusuf Yatkın
Erman Ersal

Sworn Fiscal Advisor
Zekeriya Alşan
(Usal Yeminli Mali Müşavirlik Ltd. Şti.)

Rothshild
Akeel Sachak
Luc Hanon
Jonathan Dale
Cömert Tavaşlıoğlu
Stan Ruskov
Jack Ojalvo-Oner

YükselKarkınKüçük Attorney Partnership
Cüneyt Yüksel
Ekin Gökkılıç
Efser Zeynep Ergün
Jonathan Clarke
Gizem Göker
Ceren Berispek

DLA Piper UK LLP
David Raff
Philip Woodruff

Nomura International PLC
Ludovico del Balzo
Michael Mackinnon
Martin Stavrev
Sebastian Lim

Hogan Lovells
Meagan Morrison
Fiona Carlyle

Hergüner Bilgen Özeke Attorney Partnership
Kayra Üçer
Ufuk Yalçın
Deniz Peynircioğlu

SECTION III - STAKEHOLDERS

13. Informing the Stakeholders
Creating timely and applicable solutions to problems regarding the employees and other stakeholders in order to maintain the satisfaction of all the stakeholders is one of the key policies of the Company. Our employees, suppliers, customers and consumers are informed on related matters in different ways.

The Efes Communication Line that is currently active (444 EFES / 444 33 37) serves 6 days of the week excluding Sundays between 08:00-20:00. A majority of the incoming calls are for information purposes and calls are immediately replied.

Information exchange with customers and suppliers is ensured by periodic dealer meetings as well as site meetings held by individuals in charge in relevant locations. Furthermore, customers and suppliers are capable of transmitting their problems to our Company via the dealer meetings and through oral or verbal applications submitted to the Company's management.

Meetings are held with our suppliers so as to improve the quality of the current materials as well as on other sectoral developments and pilot activities are conducted with respect to the co-produced projects.

Through the wide data information network established with our customers, we can exchange information on a real-time basis.

Through our e-sales system operating on the internet, our customers are immediately informed of modifications put into effect, trainings are provided when necessary and satisfaction questionnaires are conducted.

Our company conducts training programs to enhance the development of the employees. These development programs include class education, e-learning, on the job training and knowledge sharing. For this purpose, in-house developed systems using internet platforms are also used.

14. Participation of the Stakeholders in Management

Through the technological communication infrastructure, effective participation of employees in decisions is ensured.

Employees are capable of transmitting their value added requests and business development suggestions via the computer based “Business Development Suggestions” and “Project Follow-up Application” databases which are part of the “Suggestion Follow-up System”. In addition “Human Resources Request & Improvement Line” that facilitates submission of requisitions and improvement requirements regarding the services provided by our Human Resources function is used effectively by our employees. Periodically, a study for Measuring Employee Loyalty is conducted and employees working in our subsidiaries and affiliates in Turkey and in international operations can also transmit their suggestions for improvement via this way.

Indicators designated under strategic planning process within the framework of our management systems are reviewed with the monthly field meetings for business conclusions and suggestions for improvement are logged and tracked. Company performance is also tracked by our employees through the monthly Business Result Reports.

In order to manage the relationships with our employees working in our subsidiaries and affiliates in Turkey and in international operations, as well as to manage the corporate information flow, we launched a web-based intranet system in 2009. On the “Suggestions” field of this platform, the employees are allowed to post their requests directly to Human Resources department.

15. Human Resources Policy

Our human resources mission is to develop human resources strategies and coordinate the application of human resources systems in our operations in line with our Company’s Vision and Mission in order to support our strategic growth and profitability strategies thorough increasing productivity of our employees, as well as establishing a qualified, motivated, loyal workforce.

In line with our human resources mission our key strategy is to build up a satisfied and well-educated workforce that works as a team and continually develops, operates on knowledge and focuses on Company targets. Our human resources strategy is also disclosed publicly in our website.

In all of the Group companies the Human Resources Strategy is designed in line with our vision and mission in order to support our strategic business plan and implemented under the following headings:

(1) Increasing organizational efficiency
(2) Centralized Strategy, Local Policy Development
(3) Right Person for the Right Position,

(4) Maintaining a Dynamic & Proactive Structure, (5) An Unreplicated Human Capital that Creates Competitive Advantage.

Our Company places great importance on training at all stages and at all levels in order to prepare our employees to the future. We "INVEST IN PEOPLE" through established systems where we present this importance in a transparent way. In addition, through the "Efes Academy" system, which is established as an e-learning platform over the internet, we aim to improve the personal and occupational knowledge and skills of our employees. Via "Efes Academy", we are able to reach mass of employees in a short time period with the trainings which are designed interactively. The attendance is tracked on the system and exams are held in order to measure knowledge.

"Efes Quality Circle" project, whereby our employees voluntarily solve the problems in their respective work areas, enable a better environment for communication, creativity and innovation while contributing to our employees' personal development and hence increasing their motivation. Parallel to monetary benefits and internal development, "Efes Quality Circle" activities also provide abstract benefits like development of responsibility, proving oneself, innovation and creative thinking, as well as job satisfaction.

It is essential to implement fastidiously any resolution rendered by our Board of Directors in the pertinent field of activity. Monitoring of such applications is conducted within the framework of the designated Critical Performance Criteria focused not only on the operating performance but also profitability. The annual performance targets we have designated for our employees in line with the relevant criteria allow not only the qualitative measurement but also the indicator-based quantitative assessment of our management policies.

One of our Group's commitments towards its employees in the course of every relationship, which is part of our working principles and followed strictly without any concession, is not to make any discrimination in terms of race, skin color, age, nationality, gender and religious beliefs. We take pride in different aspects and cultural diversification of our employees and consider such diversification a valuable tool for advancement towards a common objective.

In every Human Resources practice spanning from the initial recruitment to the training, compensation, career and financial means granted, equal opportunity is provided to all employees. No complaints, in particular on discrimination, have been raised by any of our employees within the period.

We are committed to respect and protect the rights granted to our employees by law and regulations.

In addition, representatives have been designated to conduct the relations with employees. For white-collar workers, a "Health and Security Worker Representative" has been selected to represent the workers on issues of occupational health and security. The duties and authorities of such representative that is selected by the workers at the workplace, as per Occupational Health and Safety Statute, are as follows:

One or more workers act as the "Health and Security Worker Representative" and participate in studies for health and security in the workplace, monitor the studies, request for measures and precautions, give suggestions and represent workers in similar matters particularly on health and security.

For blue-collar workers, a "Trade Union Representative at the workplace" is present as set forth in the collective bargaining agreements.

The trade union representatives fulfill the following delegated tasks to ensure occupational peace, maintain and safeguard the balance between the worker and the employer:

a) Ensuring the cooperation and occupational peace between the worker and the employer at the workplace,
b) Examining the demands and complaints of workers, persuading the worker in withdrawing its unreasonable demand or complaint, reflecting any demand or complaint that it will find reasonable in his sole discretion to the employer (the representative may not be penalized for his/her discretion in this process.)
c) Striving to settle amicably conflicts or disputes to arise between the worker and employer,
d) Seeking remedies for problems that may arise in connection with implementing these contractual provisions and if necessary, conveying the matter to the employer after consulting with workers.
e) Striving to prevent, to the extent of his/her authority, any illegalized attempt or behavior, refraining from getting involved in such attempts or behaviors,
f) Regulating the relationship of workers that are trade union members with the trade union,
g) Ensuring the uninterrupted execution of the contract,
h) Transmitting any matter that he/she could not settle at the workplace to his/her affiliated branch/department in writing,
i) Fulfilling all other liabilities imposed by the legislation.

16. Information about Relations with Customers and Suppliers

The satisfaction level of our customers is measured at all outlets throughout the country with regularly conducted Customer Satisfaction questionnaire studies. Improvement activities are designed and implemented based on the results derived from such studies.

With the Efes Communication Line, complaints or claims from our customers, suppliers or consumers are replied and remedied within prescribed periods by designated officers in charge at relevant units and all incoming requests are stored in electronic media, allowing the monitoring and reporting of progress in customer satisfaction. In addition, the performance of our suppliers in terms of quality, price and delivery are monitored on our computer systems where they are scored and benchmarked on periodic basis.

New product developments are steered by Customer- Consumer research results and product improvement and development work is conducted in accordance with the demand from the market with product, package and technology investments.

17- Social Responsibility

Detailed explanations regarding the activities of our Company within the framework of social responsibility can be found in our Company's 2011 Annual Report.

SECTION IV - BOARD OF DIRECTORS

18. Structure, Composition of the Board of Directors and Independent Members

The Board of Directors of our Company, its structure and consultants are as follows:

Tuncay Özilhan - Chairman
İbrahim Yazıcı - Vice Chairman
Süleyman Vehbi Yazıcı - Member
Tülay Aksoy - Member
Gülten Yazıcı - Member
Hülya Elmalıoğlu - Member
Ahmet Oğuz Özkardeş - Member
Salih Metin Ecevit - Member
Rasih Engin Akçakoca - Member
Mehmet Cem Kozlu - Member
Recep Yılmaz Argüden - Member

Ege Cansen - Consultant
Ahmet Boyacıoğlu - Consultant

All members of our Board of Directors are non-executive board members. The members of the Board of Directors are elected for a maximum of 3 years, as per the Articles of Association of our Company. Upon the expiration of the term, the member can be reelected. In practice, the proposed members of the Board of Directors are subject to approval by voting in the General Assembly every year.

In line with the articles 3.3.4 and 3.3.5 of Section IV of the CMB's Corporate Governance Principles, the independent member of our Board of Directors does not qualify as independent, however Mr. Engin Akçakoca, who is nominated by Anadolu Endüstri Holding, does not have any current ties to such nominating shareholder. Therefore Mr. Engin Akçakoca qualifies to be independent as per internationally accepted standards. Anadolu Efes believes that the objectivity and independent approach by this Board member highly contributes to the development and strengthening of the Company's management. In addition there are independent and professional individuals in capacity of consultants in our Company's Board of Directors.

In the ordinary General Assembly of our Company, members of the board have been authorized as per articles 334 and 335 of the Turkish Commercial Code to enable them to take positions in other Anadolu Group companies operating within similar or different business scopes and which have managerial or capital affiliation with our Company.

19. Qualifications of the Members of the Board of Directors

Minimum qualifications sought in the election of new members of the Board of Directors of the Company conform with the qualities laid down in Section IV articles no 3.1.1, 3.1.2 and 3.1.5 of CMB's Corporate Governance Principles. Principles regarding the matter have not been set forth in the Articles of Association.

Newly elected board members may receive training, if they deem necessary, on the analysis of financial statements, reporting, budgeting and legal regulations in order to have adequate competency in meeting the minimum requirements of the Company.

Activities within the scope of training the Board members are conducted under the coordination of the Corporate Governance Committee.

20. Mission, Vision and Strategic Objectives of the Company

The Board of Directors approves annually the vision of the Company and such specified vision is announced to public by including it both in our website and annual report.

The vision of our beer operations is to be the most admired beer company in the markets we operate.

The vision of our soft drink operations is to be the outstanding beverage company leading the market, inspiring people, adding value through excellence.

The mission of Anadolu Efes is; We help people enjoy life better through the responsible enjoyment of our products.

Within the scope of the annual Strategic Business Plans, targets and indicators are established on business unit basis parallel to our Company's vision and mission. Such targets and indicators, which are consolidated Company-wide, are approved by the Board of Directors during the budget meetings held at the beginning of each year. The Board reviews operating results in comparison with previous year performances and targeted values in its ordinary meetings held six times a year. Members of the Board may also convene upon any other extraordinary situation and render resolutions on major agenda issues.

21. Risk Management and Internal Control Mechanism

Risk management and internal control mechanisms have been established within the Company and fundamental principles with respect thereto have been announced via our annual report and website. Identification of all the existing and potential risks for the Company, development of practices for minimization of the identified risks and monitoring of such practices constitute the basic starting point of the risk management system.

Existing or potential risks for our Company are defined below:

Financial risk; assets and liabilities risk, credibility, equity/ debt ratio, exchange rate risk and other factors that can affect the Company's financial status.

Operational risk; the use of the technology at an optimal level and to identify the required investments that can affect our competitive advantage.

Environmental risk; risk factors such as fire, earthquake, etc. that can affect the Company's performance negatively.

SAP system is an important technological tool that provides measurement and processing to assist the decision support function to minimize the existing risks. SAP supplies operational results in real time that eliminates the human error and improves the efficiency of the internal control system. On the other hand, our high technology internal communication system enables us to quickly act and generate immediate solutions to problems as they occur.

Operational effectiveness is ensured through ISO 9000 (Quality Management System Standards), ISO 14001 (Environmental Management System Standards), OHSAS 18001 (Employee Health and Occupational Safety Standards), Technical Security and HACCP (Danger Analysis and Critical Control Points) systems all of which are embedded within our existing management system.

Within the finance function, the actual results are compared to the budgeted figures on a regular basis and any deviations are analyzed.

The "Guarantee - Risk Management System" devoted to tracking customer risks has been put into service. Accordingly, purchasing limits applicable to our customers have been established and our systems are designed to prevent any product shipments in excess of prescribed limits.

The authorities and responsibilities are defined in writing in the internal control mechanism of the Company. Within this framework, the rules governing the fulfillment of tasks by directorates in their respective business areas and the holders of such responsibilities are explicitly defined. The internal control mechanism is equipped with the following features:

- Purposes and principles of activities are explicitly defined.
- The current/potential risks of the Company are defined and constantly being monitored.
- Regular reporting is made to executives.

Issues to be approved as per chart of authorities are provided to executives electronically accompanied with detailed remarks and viewed, scrutinized and approved by several executives within pre-determined limits.

Investments within the annual budgets and business plans allow us to use the state-of-the-art technology in our facilities and the most up to date technology prevailing in the global brewing industry is utilized.

All our facilities are insured in order to minimize the environmental risks, and investments for backup systems are being made against any data loss due to extraordinary events.

Additionally, environmental factors and extraordinary operations are monitored on an immediate basis and investigations are made to take necessary measures against the causes to minimize financial risk.

In the framework of Capital Markets Board's regulations, it is resolved that related party transactions are fair and reasonable.

In the context of adopted principles of Anadolu Efes, our company is subject to internal and operational audits both by the internal audit teams which are established within the company and its subsidiaries and by audit teams provided by Anadolu Group.

22. Authorities and Responsibilities of the Members of the Board and Management

The authorities and responsibilities of the Board members are explicitly laid down in the Articles of Association of our Company. In addition, the actual duties and responsibilities of the Board members are summarized below:

- To set the Company's vision and mission,
- To determine the strategic targets of the Company,
- To approve the budget and business plans of the Company,
- To supervise the achievement of Company targets and to review the results of operations,
- To review the corporate governance principles of the Company, to eliminate deficiencies,
- To establish the committees of the Board of Directors and to make them operational.

23. Operating Principles of the Board of Directors

The procedures and frequency of Board meetings, meeting and resolution quorum, process of asserting objections and the validity of Board resolutions are explicitly laid down in our Company's Articles of Association. The agenda of Board meetings comprises of the agenda issues designated in the previous Board meeting for further negotiation in the next meeting along with the issues designated by the related Group President. Dates of the Board meetings are fixed at the beginning of the year and accordingly the Board members are notified of the meeting dates. Furthermore Board members are also notified by means of a formal memorandum and report at least one week prior to any meeting. The Board holds its ordinary meetings six times a year and the Board members also may convene upon any extraordinary situation and negotiate and render resolutions on critical agenda issues. The rate of participation of Board Members in meetings during the year has been 91%. A secretariat is constituted for the meetings and all questions raised during the meetings and all issues negotiated are recorded into meeting minutes. On matters laid down as per provision of article 2.17.4 in section IV of the Corporate Governance Principles, actual participation is provided in Board meetings. Meeting proceedings in the nature of trade secrets are not disclosed to the public. However all of the critical matters resolved are announced through material event disclosures and related resolutions of the Board of Directors are published in the Company's website as well. Board Members do not reserve the right to cast weighted vote and/or power of veto.

24. Restrictions on Transactions with and Competition against the Company

In the ordinary General Assembly of our Company, members of the Board have been authorized as per articles 334 and 335 of the Turkish Commercial Code to enable them to take positions in other Anadolu Group companies operating within similar or different business scopes and which have managerial or capital affiliation with our Company. Restrictions on transactions with and competition against the Company are duly applied within the operating period.

Our Board members are not individually engaged in any transactions with and competition against the Company.

25. Ethical Rules

Ethical rules are highly respected within our Company and these merits have been exercised for years within the corporate culture of Anadolu Group, our parent company. Anadolu Group and Efes Beer Group Working Principles, which form our ethical values are disclosed publicly in our website, whereas the minimum ethical rules with respect to environment, discrimination, child employees and union rights have been announced to public in our annual report and website.

26. Number, Structure and Independence of the Committees established under the Board

Our Company adopts the principle of establishing two committees, one in charge of the audit and the other in charge of corporate governance.

Upon resolution of the Board dated 25.05.2004, the Audit Committee is established.

As per the resolution of the Board dated 09.05.2011, Mr. Engin Akçakoca has been elected as the Chairman and Mr. İbrahim Yazıcı as the member of the Audit Committee for a term of one year and they are to continue their duties until the Audit Committee is re-elected following the Ordinary Annual General Assembly.

In order that the financial and operational functions are performed properly, the Audit Committee provides the transparent conduct of the internal and independent external audit, the effective operation of the internal control system, selection and analysis of the independent auditor and also monitors that the financial results which are to be announced publicly are prepared in accordance with the international accounting standards and existing regulations.

Upon resolution of the Board dated 26.05.2005, the Corporate Governance Committee is established. As per the resolution of the Board dated 09.05.2011, Mr. Mehmet Cem Kozlu has been elected as the Chairman and Mr. Salih Metin Ecevit as the member of the Corporate Governance Committee for a term of one year and they are to continue their duties until the Corporate Governance Committee is reelected following the Ordinary Annual General Assembly.

The Corporate Governance Committee verifies whether the Corporate Governance Principles are duly implemented in the Company and further detects any conflicts of interest arising out of the failure to duly abide by said principles and gives advice to the Board regarding the improvement of practices, coordinates the operation of the shareholder relations function, conducts studies for building up a transparent system devoted to designating, assessing, training and rewarding appropriate candidates to the Board as well as other studies for establishing policies and strategies in this regard, provides suggestions about the number of Board Members.

A Board Member does not take office within several committees.

In line with the articles 3.3.4 and 3.3.5 of Section IV of the CMB's Corporate Governance Principles, the independent member of our Board of Directors does not qualify as independent, however Mr. Engin Akçakoca, who is nominated by Anadolu Endüstri Holding, does not have any current ties to such nominating shareholder. Therefore Mr. Engin Akçakoca qualifies to be independent as per internationally accepted standards.

Currently the chairman of the Audit Committee qualifies to be independent as per internationally accepted standards, whereas the chairman of the Corporate Governance Committee is not an independent board member.

Anadolu Efes believes that the objectivity and independent approach by this Board member highly contributes to the development and strengthening of the Company's management. In addition there are independent and professional individuals in capacity of consultants in our Company's Board of Directors.

27. Financial Benefits granted to the Board of Directors

No compensation is paid to the members of the Board of our Company pursuant to the resolution adopted in the ordinary annual General Assembly. On the other hand, if approved by the General Assembly and after setting aside the statutory legal reserves and only on the condition of not reducing the 1st dividend in any way whatsoever:

(i) 10% of the issued capital;
(ii) 2% for founder dividends out of the profit calculated upon deducting the legal reserves and the amount set forth in sub-clause (i) above;
(iii) after setting aside the legal reserves and further the amounts specified in sub-clauses (i) and (ii) above, 5% of the remaining portion is distributed pari passu as dividend.

The total amount of dividends distributed to Board members or to the nominating shareholder companies in 2011 in the fashion specified above sums up to TRL 13.154.410,91. There is no other compensation or interest provided to the Board.

The determination of financial rights and benefits to which Board Members are entitled is not based upon the performance of Board members however reserving dividends out of profit is a rewarding scheme reflecting the overall performance of the Company.

Our Company has neither lent any loan or credit to any Board Member, nor served any personal loan to any beneficiary through any third party and has not served any security or guarantee such as indemnity to the interest of any third party.

Other Information Related to Operations

1. Amendments to Articles of Association

No amendments were made to the Articles of Association during the reporting period.

2. Capital Structure

As of 31 December 2011 the company's registered authorized capital is TRL 900,000,000.00. On 6 March 2012 the issued capital is increased to TRL 592,105,263.00.

3. Production and Sales

The production and sales amounts of beer, soft drinks and malt, as well as the domestic, international and consolidated net sales revenues for 2011, are given in the tables below.

A. PRODUCTION VOLUME		2011	2010	Change (%)
Beer (Operations in Turkey)	Beer (mhl)	8.5	8.5	-
	Malt (ton)	107,997	108,454	-
Beer (International Operations)	Beer (mhl)	14.5	15.5	-6.7
	Malt (ton)	149,476	161,336	-7.4
Total Soft Drinks	Soft Drinks (million unit cases)	756.6	633.7	19.4

B. SALES VOLUME		2011	2010	Change (%)
Beer (Operations in Turkey)	Beer (mhl)	8.4	8.5	-0.8
	Malt (ton)	-	123.5	-
Beer (International Operations)	Beer (mhl)	14.6	15.7	-6.7
	Malt (ton)	-	-	-
Total Soft Drinks	Soft Drinks (million unit cases)	761.7	665.4	14.5

C. NET SALES					
	Turkey Beer	International Beer	Soft Drinks	Other [1] and Eliminations	Total
2011					
Sales	1,390,840	1,630,697	1,712,991	58,496	4,793,024
Intersegment sales	-11,069	-4,362	-43	-16,284	-31,758
Sales Revenues	**1,379,771**	**1,626,335**	**1,712,948**	**42,212**	**4,761,266**

C. NET SALES					
	Turkey Beer	International Beer	Soft Drinks	Other [1] and Eliminations	Total
2010					
Sales	1,293,426	1,464,174	1,383,607	51,257	4,192,464
Intersegment sales	(10,821)	(188)	(38)	(12,624)	(23,671)
Sales Revenues	**1,282,605**	**1,463,986**	**1,383,569**	**38,633**	**4,168,793**

[1] Includes other subsidiaries included in the consolidation of Anadolu Efes and headquarters expenses.

4. Exports

Turkey-originated beer exports volume and CIF amounts in 2011, compared to 2010, are given in the table below.

EXPORTS						
	Amount (mhl)			CIF Amount (USD)		
	2011	2010	Change (%)	2011	2010	Change (%)
Exports	0.54	0.59	-8	38.9	44.4	-12

5. Capacity and Capacity Utilization Rates

Annual beer, malt and soft drinks production capacities and capacity utilization rates of the company's domestic and international, direct and indirect subsidiaries are as follows:

CAPACITY AND CAPACITY UTILIZATION RATES		
	Capacity	**Capacity Utilization Rate in 2011(%)**
Beer (Operations in Turkey) (mhl)	10.0	85*
Beer (International Operations) (mhl)	25.2	58*
Total (mhl)	**35.2**	65*
Malt (Operations in Turkey) (ton)	115,000	94*
Malt (International Operations) (ton)	175,000	85*
Soft Drinks (million unit cases)	1,154.0	66**

* Capacity Utilization Rate=Production Amount/Average Capacity
** Annual production capacity calculations are based on the formula provided by The Coca-Cola Company to all bottlers of Coca-Cola products. Calculations are made according to high season capacity utilization rates. Capacity is defined as the product obtained by multiplying the hourly unit case output of a plant at targeted utilization. Because package mix and sales may change from year to year, production capacity calculations for one year may not be directly comparable to such calculations for other years.

6. Capital Expenditures

Total net cash used in investing activities for 2011 are amounting to TRL 539,571,000.

7. Incentives

Within the framework of the new incentive legislation, the Company has several investment incentives on a regional basis. In addition, Anadolu Efes benefits from several incentives for exports and operations based in foreign countries as it is a member of the "Turquality" program initiated by the Undersecretariat of the Prime Ministry for Foreign Trade.

8. Information Related to Employees

The average number of employees for the years ended on 31.12.2011 and 31.12.2010 are as follows (numbers represent the employees of the companies that are being consolidated):

2010: 15,202
2011: 15,507

A collective bargaining agreement has been signed between Anadolu Efes and the Tek-Gıda İş labor union covering the period beginning on 1 September 2011 and ending on 31 August 2013. According to the terms of this agreement:

- The gross monthly salary of every union member was increased by TRL 270.00 a month during the first year of the agreement.
- During the second year of the agreement, the gross monthly salary of every union member will be increased by an amount equal to the rise in the Turkish Statistical Institute consumer price index plus TRL 60.00 a month.
- Fringe benefits were increased by about 11.5% during the first year of the agreement.
- During the second year of the agreement, fringe benefits will be increased by an amount equal to the rise in the Turkish Statistical Institute consumer price index.

9. Donations

The Company's total donations amounted to TRL 19,609,841.38 in 2011.

10. R&D

Anadolu Efes has been carrying out R&D work on barley, one of the most important inputs used in brewing, since 1982. The company has developed 15 barley cultivars, all of which were registered in its own name. The agricultural ministry has completed trials on another proposed new cultivar for whose registration was made in 2008. We expect that this cultivar too be registered before the end of 2012.

As a result of our company's R&D efforts in this direction, our own barley cultivars have come into common use on a regional basis and this has resulted in productivity rises on the order of 30% along with improvements in quality.

11. Organizational Structure

Anadolu Efes - Turkey Beer Operations

Altuğ Aksoy - Efes Beer Group - Turkey Beer Operations Managing Director

See page 37 for Altuğ Aksoy's curriculum vitae.

Özlem Çitçi - Marketing Director

Özlem Çitçi graduated with a high honour degree from Bilkent University, Department of Management and pursued her graduate studies in Marketing and Strategy at Michigan University on scholarship from Fulbright and TEV (Turkish Educational Foundation) from 1996 to 1998. She began her professional career as a Tax and Financial Advisory Assistant Specialist at Arthur Andersen and subsequently worked in Danone Turkey, Danone America and Kraft America where she worked as an Assistant Brand Manager, Senior Brand Manager and North America Marketing Director. Ms. Çitçi held the positions of Global Senior Brand Manager and Global Marketing Director of the Malibu brand at Pernod Ricard New York and Stockholm. She functioned as the Absolut Original Global Marketing Director at Pernod Ricard Sweden. Ms. Çitçi joined Anadolu Efes in August 2011 as Marketing Director, a title she still holds.

Ertan Cüceloğlu – Sales Director
Ertan Cüceloğlu graduated from the Middle East Technical University, Department of Economics in 1981 and began his career in Anadolu Efes as a Marketing Specialist at Erciyas Biracılık in İstanbul in 1983. He functioned as a Sales Inspector at Güney Biracılık in Adana (1983-1987), Sales Supervisor at Ege Biracılık in Ankara (1987-1996), Direct Distribution Assistant Manager at Ege Biracılık in Ankara (1996), Sales Manager at EFPA Ankara (1996-1998) and Sales Manager at EFPA İstanbul (1998-2005). Mr. Cüceloğlu has been serving as the Sales Director of Turkey Beer Operations since September 2005.

Mustafa Susam – Finance Director
Mustafa Susam graduated from Ankara University, Business Administration Department in 1992 and got his master's degree in Accounting from the Mason School of Business/Virginia College of William and Mary, and in Fiscal Law from İstanbul University. He worked at the Ministry of Finance as an assistant tax inspector (1993-1996), tax inspector (1996-2003), and chief tax inspector (2003-2004). Mr. Susam joined Anadolu Efes in 2004 as Efes Beer Group Tax Management Director. Having functioned as Efes Beer Group Tax Director from 2009 to 2011, he has been serving as Efes Turkey Finance Director since November 2011.

M. Adnan Aktan – Human Resources Director
M. Adnan Aktan graduated from the Academy of Economic Sciences in Ankara, Business Administration and Accounting Department in 1978. Mr. Aktan began his career in Anadolu Efes in 1981 as Accounting Supervisor at the Ankara Sales Office of Ege Biracılık. He worked as Accounting Supervisor at Anadolu Biracılık in Konya (1982-1988) and at Ege Biracılık in Afyon (1988-1995), as Human Resources Manager at Ege Biracılık in Ankara (1995-1999), as Finance and Administration Manager at Anadolu Efes Biracılık in Ankara (1999-2002), as Human Resources Systems Manager at Turkey Beer Operations in İstanbul (2002) and as Human Resources Manager at Anadolu Efes in İstanbul (2003). Mr. Aktan has been serving as Human Resources Director of Efes Turkey since April 2003.

M. Can Karakaş – Corporate Affairs Director
M. Can Karakaş graduated from Ankara University, Faculty of Political Sciences in 1988 and worked first as a journalist and then as Ankara office representative for Nokta news magazine from 1986 to 1994. He was an editor and news director at Inter-STAR TV channel (1994-2000) and Corporate Affairs Manager at Japan Tobacco International (2000-2010). Mr. Karakaş joined Anadolu Efes in June 2010 as Corporate Affairs Director, a position he still holds.

Gani Küçükkömürcü – Technical Director

Gani Küçükkömürcü graduated from the Department of Chemical Engineering at the Middle East Technical University in 1993, and completed his master's degree in Brewing and Distilling at Heriot-Watt University in Scotland. He worked at Bossa T.A.Ş. as an Operation Engineer from 1993 to 1996 and began his career in Anadolu Efes as Production Engineer at Güney Bira in 1996. He functioned as Beer Production Supervisor (1998-2003); as Operations Manager at Lüleburgaz Plant (2003-2005); as Technical Manager (2005-2006) at İstanbul Plant, and as Country Technical Manager of Efes Kazakhstan (2006-2009). Mr. Küçükkömürcü has been serving as the Technical Director of Turkey since August 2009.

Y. Melih Balcı – Logistics Director

Melih Balcı graduated from the Public Administration Department at Marmara University in 1979, and worked as Accounting Responsible at Altınyıldız (1975-1985) and as Company Manager at Altınyumak İplik (1986). He joined Anadolu Efes as Commercial Accounting Supervisor at Erciyas Biracılık in İstanbul in 1986. Having functioned as the Finance and Administrative Manager of Efes Invest (1994-2000), and as Finance Manager of EFPA İstanbul (2000-2005), Mr. Balcı has been serving as Logistics Director of Turkey Beer Operations since April 2005.

Levent Tansi - OTC Director

Levent Tansi graduated from Ankara University, Department of Agricultural Engineering in 1989 and joined Anadolu Efes in 1992 as Regional Supervisor at Ege Biracılık in Ankara. He worked as a Sales Executive at EFPA Ankara (1996-1998), Assistant Sales Manager at EFPA İstanbul (1998-1999), Kadıköy Sales Manager at EFPA İstanbul (1999-2001), Mediterranean Sales Manager at EFPA İzmir (2001-2004), Key Accounts Manager at Turkey Beer Operations (2004-2006), and Market Development Manager at Efes Turkey Head Office (2006–2011). Mr. Tansi has been serving as the OTC Director of Efes Turkey since September 2011.

Dividend Distribution Proposal

Dear Shareholders;

As it is clear from the financial statements, which are prepared in accordance with International Financial Reporting Standards (IFRS) as per Capital Market Board (CMB) regulations and set forth for your review, and from our explanations, our company has left behind another successful year. Accordingly, we present below the dividend distribution table that proposes gross dividends of 45.0 percent based on the paid-in capital, for your approval:

DIvidend Distribution Proposal (31.12.2011 - TRL)	
Consolidated Profit	446,683,939.91
Provision for Taxes (-)	105,509,173.00
Net Profit	341,174,766.91
Provision Years' Losses (-)	0.00
First Series of Legal Reserves* (-)	13,506,875.01
NET DISTRIBUTABLE PROFIT	**327,667,891.90**
Donations within the Year (+)	19,609,841.38
Not Distributable Profit including the Donations to Calculate the First Dividend to Shareholders	347,277,733.28
First Dividend to Shareholders of Ordinary Shares (20%)	69,455,546.66
Dividends to do Holders of Preferred Share	0.00
Dividends to Board of Directors	13,154,410.91
Dividends to Founders	5,369,147.31
Second Dividend to Shareholders of Ordinary Share	133,044,453.34
Second Series of Legal Reserves	19,141,829.51
EXTRAORDINARY RESERVES	**87,502,504.17**

* Calculated by application of the Turkish Commercial Code Article 466 as per Articles of Association, from the amount after addition of donations.
**As of 6 March 2012, Anadolu Efes' capital increased from TRL 450,000,000 to TRL 592,105,263, while restricting shareholders' right to purchase new shares and newly issued shares were sold to SABMiller Anadolu Efes Limited.

Pursuant to Capital Markets Law Article 15 and CMB Communique of Serial IV No:27 Article 5, dividend will be distributed on a pro rata basis to all shareholders who are shareholders as of 31 December 2011. Hence cash dividend totaling TRL 202,500,000 will be distributed to 450,000,000 shares representing the paid-in capital of Anadolu Efes as of 31 December 2011 and SABMiller Anadolu Efes Limited is not entitled to a dividend from the profit of the year 2011, as the company was not a shareholder in Anadolu Efes as of 31 December 2011.

Our Esteemed Shareholders,

Accordingly, we present above the dividend distribution table that proposes gross dividends of 45.0 percent based on the paid-in capital, I kindly ask for your approval regarding the payment of gross TRL 0.45, net TRL 0.3825 cash dividends per each share of TRL 1 nominal value representing our paid-in capital, totaling TRL 202,500,000, and the Balance Sheet for the period ending 31.12.2011 and the Income Statement for the period 01.01.2011-31.12.2011. I would like to extend my kindest regards to all our shareholders, personally and on behalf of the Board of Directors.

Tuncay Özilhan
Chairman

Report of the Board of Auditors

ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş.

Company Name	Anadolu Efes Biracılık ve Malt Sanayii A.Ş.
Head Office	Bahçelievler Mah. Şehit İbrahim Koparır Cad. No. 4 Bahçelievler / İstanbul
Capital	Registered: TRL 900,000,000.- Paid-in: TRL 592,105,263.-
Field of Activity	Sales and Production of beer and malt products
Names and terms of the auditors and indication whether they are shareholders or employees:	ALİ BAKİ USTA, AHMET BAL. Our term was one year and we are neither employees nor shareholders of the company
The number of the Board of Directors meeting attended	All the Board of Directors meetings were attended during the term.
The content of the inspection conducted on the Ledger and related documents, description and result	The ledger and books of the Company were duly inspected once in three months, the books and records which must be maintained were duly kept and the accounts of the Company were found to have been in compliance with the Company's accounting plan and procedures, Articles of Incorporation, relevant laws and regulations.
The number and results of the counts made in the cashier of the Company and as per Turkish Commercial Code Articles 353/3:	The Company's Cashier Office was inspected six times until 31.12.2011 it was found that the Company's available cash corresponded with the cashier Ledger and relevant entries.
Reviews and results as per Turkish Commercial Code Articles 353/4 Code	After inspection made as per the related provision of Turkish Commercial, the existence of bonds and deeds recorded in the Cashier Office were controlled and no inconsistencies were found.
Complaints or fraud reported and measures taken to remedy them	No complaint or fraud was filed during our term

BOARD OF AUDITORS

Ali Baki Usta

Ahmet Bal

Statement of Responsibility

BOARD OF DIRECTORS RESOLUTION ON THE APPROVAL OF FINANCIAL STATEMENTS
RESOLUTION DATE: 29 March 2012
RESOLUTION NUMBER: 79

STATEMENT OF RESPONSIBILITY PURSUANT TO CAPITAL MARKETS BOARD COMMUNIQUE OF SERIAL: XI NO:29 , SECTION 3 ARTICLE 9

Independently audited financial statements of our Company for the accounting period of January – December 2011 which are approved by Board of Directors and Audit Committee, prepared pursuant to the CMB Communique Series: XI No. 29 "Communique On The Principles Of Financial Reporting in Capital Markets" and in compliance with the International Financial Reporting Standards and formats prepared by CMB, presented as specified by CMB Resolution 11/467 of 17 April 2008, are attached below. We declare that;

a) We have examined the consolidated financial statements dated 31 December 2011;

b) Within the framework of information available in so far as our duties and responsibilities, the financial statements do not contain any mispresentation of the facts on major issues, or any omissions that may be construed as misleading as of the date of the disclose;

c) Within the framework of information available in so far as our duties and responsibilities, the financial statements prepared in accordance with the applicable financial reporting standards fairly reflect the facts about the assets, liabilities, financial condition and loss of the Company along with its consolidated subsidiaries.

Regards,

Can Çaka	Mustafa Susam
Finance & Investor Relations Director	Finance Director

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Financial Statements As of 31 December 2011 Together with Independent Auditor's Report

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Independent Auditor's Report

pwc

CONVENIENCE TRANSLATION INTO ENGLISH OF INDEPENDENT AUDITOR'S REPORT

ORIGINALLY ISSUED IN TURKISH

To the Board of Directos of

Anadolu Efes Biracılık ve Malt Sanayii A.Ş.

1. We have audited the accompanying consolidated financial statements of Anadolu Efes Biracılık ve Malt Sanayii A.Ş., its subsidiaries and joint ventures (collectively referred to as the "Group"), which comprise the consolidated balance sheet at 31 December 2011 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Group Management's Responsibility for the Financial Statements

2. The Group management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the financial reporting standards accepted by the Capital Markets Board ("CMB"). This responsibility includes: designing, implementing and maintaining internal control relevant to the proper preparation of 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

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards issued by the CMB. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's proper preparation of the 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 financial statements.

Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. a member of PricewaterhouseCoopers
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Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Independent Auditor's Report (Continued)

pwc

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

Opinion

4. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Anadolu Efes Biracılık ve Malt Sanayii A.Ş. as of 31 December 2011, and its financial performance and its cash flows for the year then ended in accordance with the financial reporting standards accepted by the CMB (Note 2).

Additional Paragraph for Convenience Translation into English

5. The accounting principles described in Note 2 to the consolidated financial statements differ from International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board with respect to the application of inflation accounting for the period 1 January -

31 December 2005. Accordingly, the accompanying consolidated financial statements are not intended to present the financial position and results of operations of the Group in accordance with IFRS.

Başaran Nas Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik A.Ş.
a member of
PricewaterhouseCoopers

Burak Özpoyraz, SMMM

Partner

Istanbul, 29 March 2012

Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. a member of PricewaterhouseCoopers
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Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Financial Statements as of 31 December 2011

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Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Balance Sheet
As at December 31, 2011

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

		Audited	
	Notes	**2011**	2010
ASSETS			
Current Assets		**2.343.252**	2.140.817
Cash and Cash Equivalents	6	**917.629**	939.324
Financial Investments	7	**22.602**	55.090
Trade Receivables	10	**578.428**	518.251
Due from Related Parties	37	**100**	337
Other Receivables	11	**16.877**	7.919
Inventories	13	**561.479**	467.864
Other Current Assets	26	**246.137**	152.032
Non-Current Assets		**4.077.457**	3.448.014
Other Receivables	11	**1.610**	1.325
Financial Investments	7	**25.180**	37.488
Investments in Associates	16	**18.447**	21.441
Biological Assets	14	**6.457**	1.512
Property, Plant and Equipment	18	**2.510.259**	2.043.794
Intangible Assets	19	**447.045**	361.889
Goodwill	20	**912.645**	871.079
Deferred Tax Assets	35	**62.425**	40.008
Other Non-Current Assets	26	**93.389**	69.478
Total Assets		**6.420.709**	5.588.831

The accompanying notes form an integral part of these consolidated financial statements.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Balance Sheet
As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

		Audited	
LIABILITIES	**Notes**	**2011**	2010
Current Liabilities		**1.628.590**	1.757.195
Borrowings	8	**795.644**	996.113
Trade Payables	10	**307.569**	253.332
Due to Related Parties	37	**9.174**	8.646
Other Payables	11	**342.768**	290.846
Provision for Corporate Tax		**9.415**	15.292
Provisions	22	**28.040**	23.676
Other Current Liabilities	26	**135.980**	169.290
Non-Current Liabilities		**1.585.239**	1.016.631
Borrowings	8	**1.303.833**	768.383
Other Payables	11	**165.742**	144.366
Provision for Employee Benefits	24	**54.033**	51.337
Deferred Tax Liabilities	35	**52.290**	42.843
Other Non-Current Liabilities	26	**9.341**	9.702
Equity		**3.206.880**	2.815.005
Equity Attributable to Equity Holders of the Parent		**3.143.921**	2.767.087
Issued Capital	27	**450.000**	450.000
Inflation Adjustment to Issued Capital	27	**63.583**	63.583
Fair Value Reserve	27	**7.822**	19.569
Currency Translation Differences	27	**289.853**	(4.085)
Restricted Reserves Allocated from Net Income	27	**176.995**	138.442
Other Reserves	27	**(5.736)**	(5.736)
Accumulated Profits	27	**1.820.229**	1.601.674
Net Income		**341.175**	503.640
Minority Interests		**62.959**	47.918
Total Liabilities		**6.420.709**	5.588.831

The accompanying notes form an integral part of these consolidated financial statements.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Income Statement For the Year Ended December 31, 2011

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

		Audited	
	Notes	**2011**	2010
Continuing Operations			
Sales	5, 28	**4.761.266**	4.168.793
Cost of Sales (-)	28	**(2.479.550)**	(2.051.348)
Gross Profit From Operations		**2.281.716**	2.117.445
Marketing, Selling and Distribution Expenses (-)	29	**(1.262.777)**	(1.060.488)
General and Administration Expenses (-)	29	**(414.838)**	(353.951)
Other Operating Income	31	**43.074**	25.022
Other Operating Expenses (-)	31	**(42.055)**	(34.404)
Profit From Operations		**605.120**	693.624
Loss from Associates	16	**(6.785)**	(17.910)
Financial Income	32	**240.686**	244.302
Financial Expenses (-)	33	**(374.040)**	(261.464)
Profit Before Tax From Continuing Operations		**464.981**	658.552
Continuing Operations Tax Income/(Expense)			
Current Period Tax Expense (-)	35	**(117.476)**	(127.846)
Deferred Tax Income/(Expense)	35	**11.967**	(12.265)
Profit For The Year		**359.472**	518.441
Attributable to:			
Minority interests		**18.297**	14.801
Equity holders of the parent		**341.175**	503.640
Earnings per share (Full TRL)	36	**0,7582**	1,1192

The accompanying notes form an integral part of these consolidated financial statements.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Statement of Comprehensive Income For the Year Ended December 31, 2011

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

	Notes	Audited 2011	2010
Profit for the Year		**359.472**	518.441
Other Comprehensive Income:			
Currency Translation Differences		**303.231**	25.202
Value Increase/(Decrease) in Available-for-Sale Securities	7	**(12.365)**	2.347
Tax Income/(Expense) on Other Comprehensive Income	7	**618**	(117)
Other Comprehensive Income, (Net of Taxes)		**291.484**	27.432
Total Comprehensive Income		**650.956**	545.873
Attributable to:			
Minority Interests		**27.590**	26.072
Equity Holders of the Parent		**623.366**	519.801

The accompanying notes form an integral part of these consolidated financial statements.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Statement of Changes in Equity
For the Year Ended December 31, 2011

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

	Issued Capital	Inflation Adjustment to Issued Capital	Fair Value Reserve	Currency Translation Differences
Balance at December 31, 2009	450.000	63.583	17.339	(18.016)
Other comprehensive income	-	-	2.230	13.931
Profit for the year	-	-	-	-
Total comprehensive income	-	-	2.230	13.931
Transfer of previous year net income to the accumulated profits	-	-	-	-
Dividends paid (Note 27)	-	-	-	-
Acquisition of minority shares (Note 3)	-	-	-	-
Balance at December 31, 2010	**450.000**	**63.583**	**19.569**	**(4.085)**
Other comprehensive income	**-**	**-**	**(11.747)**	**293.938**
Profit for the year	**-**	**-**	**-**	**-**
Total comprehensive income	**-**	**-**	**(11.747)**	**293.938**
Transfer of previous year net income to the accumulated profits	**-**	**-**	**-**	**-**
Dividends paid (Note 27)	**-**	**-**	**-**	**-**
Dividends paid to minority interests	**-**	**-**	**-**	**-**
Change in minority shares	**-**	**-**	**-**	**-**
Balance at December 31, 2011	**450.000**	**63.583**	**7.822**	**289.853**

The accompanying notes form an integral part of these consolidated financial statements.

Restricted Reserves Allocated from Net Income	Other Reserves	Net Income	Accumulated Profits	Equity Attributable to Equity Holders of the Parent	Minority Interests	Total Equity
108.217	4.916	422.588	1.378.290	2.426.917	307.261	2.734.178
-	-	-	-	16.161	11.271	27.432
-	-	503.640	-	503.640	14.801	518.441
-	-	503.640	-	519.801	26.072	545.873
30.225	-	(253.609)	223.384	-	-	-
-	-	(168.979)	-	(168.979)	-	(168.979)
-	(10.652)	-	-	(10.652)	(285.415)	(296.067)
138.442	**(5.736)**	**503.640**	**1.601.674**	**2.767.087**	**47.918**	**2.815.005**
-	**-**	**-**	**-**	**282.191**	**9.293**	**291.484**
-	**-**	**341.175**	**-**	**341.175**	**18.297**	**359.472**
-	**-**	**341.175**	**-**	**623.366**	**27.590**	**650.956**
38.553	**-**	**(257.108)**	**218.555**	**-**	**-**	**-**
-	**-**	**(246.532)**	**-**	**(246.532)**	**-**	**(246.532)**
-	**-**	**-**	**-**	**-**	**(12.320)**	**(12.320)**
-	**-**	**-**	**-**	**-**	**(229)**	**(229)**
176.995	**(5.736)**	**341.175**	**1.820.229**	**3.143.921**	**62.959**	**3.206.880**

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Consolidated Statement of Cash Flows
For the Year Ended December 31, 2011

(Currency– Unless otherwise indicated thousands of Turkish Lira (TRL))

	Notes	2011	Audited 2010
Cash flows from operating activities			
Continuing operations profit before tax		**464.981**	658.552
Adjustments for:			
Depreciation and amortization expenses	5, 18, 19, 30	**335.607**	301.031
(Gain)/loss on sale of property, plant and equipment and intangible assets, net	31	**(3.640)**	(384)
Provision for retirement pay liability	5, 24, 28, 29	**10.353**	12.487
Provision for vacation pay liability	5, 22	**3.258**	3.124
Provision/(reversal of provision) for inventory obsolescence, net	5, 13	**(4.104)**	941
Provision/(reversal of provision) for doubtful receivables, net	5, 10	**494**	1.064
Provision for long term incentive plan		**7.261**	7.241
(Impairment reversal)/impairment on property, plant and equipment, net	5, 18, 31	**1.374**	2.079
Foreign exchange (gain)/loss raised from loans, net		**157.471**	(5.442)
Interest expense	33	**64.934**	77.534
Interest income	32	**(59.286)**	(71.669)
(Gain)/loss from derivative financial instruments	32, 33	**71**	224
Syndication loan expense	33	**886**	10.073
Fair value increase related to change in scope of consolidation	3, 5, 31	**(2.957)**	-
Loss from associates	5, 16	**6.785**	17.910
Other (income)/expense, net		**(216)**	(211)
Operating profit before changes in operating assets and liabilities		**983.272**	1.014.554
Change in trade receivables		**(102.086)**	(97.863)
Change in due from related parties		**237**	473
Change in inventories		**(87.955)**	(54.818)
Change in other assets, other liabilities and provisions		**(46.239)**	68.399
Change in trade payables		**54.079**	18.452
Change in due to related parties		**245**	695
Vacation pay, retirement pay liability and long term incentive plan paid	22, 24	**(15.398)**	(9.304)
Taxes paid		**(122.210)**	(131.345)
Cash flows from operating activities		**663.945**	809.243
Investing activities			
Purchase of property, plant and equipment and intangible assets	5, 18, 19	**(553.399)**	(330.714)
Proceeds from sale of property, plant and equipment and intangible assets		**18.771**	14.210
Biological asset investments		**(4.945)**	(1.512)
Acquisition of subsidiaries and joint venture, net of cash acquired	3	**-**	(22.728)
Cash payment for acquired minority shares	3	**-**	(290.456)
Net cash used in investing activities		**(539.573)**	(631.200)
Financing activities			
Dividends paid	27	**(246.532)**	(168.979)
Dividends paid to minority shareholders		**(12.320)**	-
Capital increase in subsidiaries by minority shareholders		**2**	26.920
Proceeds from short-term and long-term debt		**2.468.815**	1.255.225
Repayment of short-term and long-term debt		**(2.479.263)**	(1.370.278)
Interest paid		**(63.552)**	(78.629)
Interest received		**57.504**	72.980
Change in time deposits with maturity more than three months		**32.771**	(34.851)
Cash flow from financing activities		**(242.575)**	(297.612)
Currency translation differences on cash and cash transactions		**95.163**	7.273
Net decrease in cash and cash equivalents		**(118.203)**	(119.569)
Cash and cash equivalents at the beginning of the year	6	**936.238**	1.048.534
Cash and cash equivalents at the end of the year	6	**913.198**	936.238

The accompanying notes form an integral part of these consolidated financial statements.

NOTE 1. GROUP'S ORGANIZATION AND NATURE OF ACTIVITIES

General

Anadolu Efes Biracılık ve Malt Sanayii A.Ş. (a Turkish corporation, Anadolu Efes, the Company) was established in İstanbul in 1966. Certain shares of Anadolu Efes are listed on the İstanbul Stock Exchange (ISE).

The registered office of the Company is located at the address "Bahçelievler Mahallesi Şehit İbrahim Koparır Caddesi No: 4 Bahçelievler – İstanbul".

The Group consists of the Company, its subsidiaries and joint ventures. The average number of permanent personnel employed in the Group is 15.507 (December 31, 2010 – 15.202).

The consolidated financial statements of the Group approved by the Board of Directors of the Company and signed by the Chief Financial Officer and Finance Director were issued on March 29, 2012. General Assembly and specified regulatory bodies have the right to make amendments to statutory financial statements after issue.

Nature of Activities of the Group

The operations of the Group 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. The Group owns and operates fourteen breweries (five in Turkey and nine in other countries), seven malt production facilities (two in Turkey, five in Russia) and also eight facilities in Turkey, twelve facilities in other countries for sparkling and still beverages production. The Group has joint control over Coca-Cola İçecek A.Ş. (CCİ), which undertakes production, bottling and distribution facilities of Coca-Cola products in Turkey, Pakistan, Central Asia and the Middle East.

The Group also has joint control over Anadolu Etap Tarım ve Gıda Ürünleri San. ve Tic. A.Ş., which undertakes production and sales of fruit juice concentrates and purees in Turkey. In addition, the Group has minority stakes having significant influence over an investment company that has breweries in Serbia, namely Central Europe Beverages B.V. (CEB).

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 1. GROUP'S ORGANIZATION AND NATURE OF ACTIVITIES (continued)

List of Shareholders

As of December 31, 2011 and 2010, the composition of shareholders and their respective percentage of ownership can be summarized as follows:

	2011		2010	
	Amount	**%**	Amount	%
Yazıcılar Holding A.Ş.	**139.787**	**31,06**	139.251	30,94
Özilhan Sınai Yatırım A.Ş.	**79.813**	**17,74**	78.937	17,54
Anadolu Endüstri Holding A.Ş. (AEH)	**35.292**	**7,84**	35.292	7,84
Publicly traded and other	**195.108**	**43,36**	196.520	43,68
	450.000	**100,00**	450.000	100,00

Capital structure of AEH, the shareholder of the Company, comprises of Yazıcılar Holding A.Ş. (68%) and Özilhan Sınai Yatırım A.Ş. (32%); consequently, Yazıcılar Holding A.Ş. and Özilhan Sınai Yatırım A.Ş. represent together directly and indirectly more than half of the voting rights of the Company.

On March 6, 2012, it has been resolved to increase the Company's issued capital to 592.105.263 full TRL, while the shareholders' right to purchase new shares will be restricted. The newly issued 142.105.263 bearer shares, which are above the nominal values, will be allocated on the name of SABMiller Anadolu Efes Limited (SABMiller AEL), a subsidiary of SABMiller Plc. (Note 40).

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 1. GROUP'S ORGANIZATION AND NATURE OF ACTIVITIES (continued)

List of Subsidiaries

The subsidiaries included in the consolidation and their effective shareholding rates at December 31, 2011 and 2010 are as follows:

				Effective Shareholding and Voting Rights %	
Subsidiary	**Country**	**Principal Activity**	**Segment**	**December 31, 2011**	December 31, 2010
Efes Breweries International N.V. (EBI)	The Netherlands	Facilitating foreign investments in breweries	International Beer	**100,00**	100,00
ZAO Moscow-Efes Brewery (Efes Moscow)	Russia	Production and marketing of beer	International Beer	**90,96**	90,97
OOO Stary Melnik (Stary Melnik) (2)	Russia	Service sector	International Beer	**-**	90,96
ZAO Efes Entertainment (Efes Entertainment) (2)	Russia	Service sector	International Beer	**-**	90,97
OAO Krasny Vostok Solodovpivo (KV Group) (2)	Russia	Production of beer	International Beer	**-**	90,96
OAO Knyaz Rurik (Knyaz Rurik)	Russia	Investment company of EBI	International Beer	**99,95**	99,95
ZAO Mutena Maltery (Mutena Maltery)	Russia	Production of malt	International Beer	**99,95**	99,95
OOO Vostok Solod (1)	Russia	Production of malt	International Beer	**90,96**	90,96
OOO KV-Invest (2)	Russia	Finance	International Beer	**-**	90,96
OOO T'sentralny Torgovy Dom (1)	Russia	Sales company	International Beer	**90,96**	90,96
ZAO Moskovskii Torgovyii Dom (1)	Russia	Sales company	International Beer	**90,96**	90,96
J.S.C. Efes Karaganda Brewery (Efes Karaganda)	Kazakhstan	Production and marketing of beer	International Beer	**72,00**	72,00
Dinal LLP (Dinal)	Kazakhstan	Distribution of beer	International Beer	**72,00**	72,00
Efes Vitanta Moldova Brewery S.A. (Efes Moldova)(3)	Moldova	Production and marketing of beer, and low alcoholic drinks	International Beer	**96,83**	96,50
Efes Romania Industrie Si Comert S.A. (ERIC) (4)	Romania	Distribution of beer	International Beer	**-**	100,00
Euro-Asien Brauerein Holding GmbH (Euro-Asien)	Germany	Investment company of EBI	International Beer	**100,00**	100,00
J.S.C. Lomisi (Efes Georgia)	Georgia	Production, marketing and sales of beer and carbonated soft drink	International Beer	**100,00**	100,00
Central Asian Beverages B.V. (Central Asian)	The Netherlands	Investment company of EBI	International Beer	**60,00**	60,00
Efes Trade BY FLLC (Efes Belarus)	Belarus	Market development	International Beer	**100,00**	100,00
Efes Pazarlama ve Dağıtım Ticaret A.Ş. (Ef-Pa) (5)	Turkey	Marketing and distribution company of the Group in Turkey	Turkey Beer	**100,00**	100,00
Tarbes Tarım Ürünleri ve Besicilik Sanayi Ticaret A.Ş. (Tarbes) (5)	Turkey	Providing hops (major ingredient of beer) to the breweries of the Group	Turkey Beer	**99,75**	99,75
Anadolu Efes Dış Ticaret A.Ş. (Aefes Dış Ticaret) (6)	Turkey	Foreign trade	Other	**99,82**	99,62
Cypex Co. Ltd. (Cypex)	Turkish Republic of Northern Cyprus	Marketing and distribution of beer	Other	**99,99**	99,99
Anadolu Efes Technical and Management Consultancy N.V. (AETMC)	The Netherlands Antilles	Providing technical assistance	Other	**99,75**	99,75
Efes Holland Technical Management Consultancy B.V. (EHTMC)	The Netherlands	Providing technical assistance	Other	**99,75**	99,75
Caspian Marketing Ltd. (7)	Azerbaijan	Marketing and distribution of beer	Other	**-**	100,00
Efes Deutschland GmbH (Efes Germany)	Germany	Marketing and distribution of beer	Other	**100,00**	100,00

(1) Subsidiaries of Efes Moscow.
(2) In accordance with the restructuring of the Efes Beer Group Companies in 2011, the official merger process of Efes Entertainment, OOO Stary Melnik, KV Group, OOO KV Invest with Moscow Efes Brewery was completed. After these mergers, OOO Vostok Solod, OOO T'sentralny Torgovy Dom and ZAO Moskovskii Torgovyii Dom have become subsidiaries of Efes Moscow and effective shareholding rate in Efes Moscow decreased to 90,96% from 90,97% regarding to the change in minority shares.
(3) Group's share in Efes Moldova has raised to 96,83% through the capital increase from EBI.
(4) In December 2000, ERIC adopted a plan of liquidation and as a result, changed its basis of accounting from going concern basis to a liquidation basis. The liquidation process has been completed in April 2011.
(5) Company's beer operations in Turkey form the Turkey Beer Operations together with Ef-Pa and Tarbes.
(6) Group's share in Aefes Dış Ticaret has raised to 99,82% through the capital increase from the Company.
(7) In 2011, Caspian Marketing Ltd. was sold after capital reduction.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 1. GROUP'S ORGANIZATION AND NATURE OF ACTIVITIES (continued)

List of Joint Ventures

The joint ventures included in the consolidation proportionally and their effective shareholding rates at December 31, 2011 and 2010 are as follows:

				Effective Shareholding and Voting Rights %	
Joint Venture	**Country**	**Principal Activity**	**Segment**	**December 31, 2011**	December 31, 2010
Coca-Cola İçecek A.Ş. (CCİ) (1)	Turkey	Production, bottling of Coca-Cola products	Soft Drinks	**50,26**	50,26
Coca-Cola Satış Dağıtım A.Ş. (CCSD)	Turkey	Distribution and selling of Coca-Cola products	Soft Drinks	**50,25**	50,25
Mahmudiye Kaynak Suyu Ltd. Şti. (Mahmudiye)	Turkey	Filling and selling of natural spring water	Soft Drinks	**50,25**	50,25
Efes Sınai Dış Ticaret A.Ş. (EST) (4)	Turkey	Foreign trade	Soft Drinks	**50,35**	50,50
J.V. Coca-Cola Almaty Bottlers Limited Liability Partnership (Almaty CC)	Kazakhstan	Production, bottling, distribution and selling of Coca-Cola and distributions of Efes products	Soft Drinks	**50,11**	50,11
Tonus Joint Stock Company (Tonus)	Kazakhstan	Investment company of CCİ	Soft Drinks	**47,33**	47,33
Azerbaijan Coca-Cola Bottlers LLC (Azerbaijan CC)	Azerbaijan	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**50,19**	50,19
Coca-Cola Bishkek Bottlers Closed Joint Stock Company (Bishkek CC)	Kyrgyzstan	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**50,26**	50,26
CCI International Holland B.V. (CCI Holland)	The Netherlands	Investment company of CCİ	Soft Drinks	**50,26**	50,26
The Coca-Cola Bottling Company of Iraq FZCO (CCBI) (2)	United Arabic Emirates	Investment company of CCİ	Soft Drinks	**50,26**	25,13
CC Beverage Limited (CCBL) (2)	Iraq	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**50,26**	15,08
SSG Investment Limited (SSG) (2)	British Virgin Islands	Investment company of CCİ	Soft Drinks	**50,26**	-
The Coca-Cola Bottling Company of Jordan Ltd. (Jordan CC)	Jordan	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**45,23**	45,23
Syrian Soft Drink Sales and Distribution L.L.C. (Syrian SD)	Syria	Distribution and selling of Coca-Cola products	Soft Drinks	**25,13**	25,13
Coca-Cola Beverages Pakistan Ltd (CCBPL)	Pakistan	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**24,82**	24,73
Turkmenistan Coca-Cola Bottlers Ltd. (Turkmenistan CC)	Turkmenistan	Production, bottling, distribution and selling of Coca-Cola products	Soft Drinks	**29,90**	29,90
Waha Beverages B.V. (3)	The Netherlands	Investment company of CCİ	Soft Drink	**50,26**	-
Anadolu Etap Tarım ve Gıda Ürünleri San. ve Tic. A.Ş. (Anadolu Etap)	Turkey	Production and sales of fruit juice concentrate and puree	Other	**33,33**	33,33

(1) Shares of CCİ are currently traded on ISE.
(2) Detailed information about SSG, CCBI and CCBL is disclosed in Note 3.
(3) The registration process of Waha Beverages B.V., which was incorporated as a subsidiary 100% owned by CCİ with an initial capital amounting to EUR18.000, was completed in 2011.
(4) EST's share capital has been increased by CCİ in 2011, therefore Group's shareholding rate has diluted.

Although the Company represents and controls more than half of CCİ's voting rights, since the members of the board of directors of CCİ, representing the Company and other shareholders, take decisions mutually in the board of directors meetings; the financial statements of CCİ are consolidated in accordance with interests in joint venture.

NOTE 1. GROUP'S ORGANIZATION AND NATURE OF ACTIVITIES (continued)

Work Environments and Economic Conditions of Subsidiaries and Joint Ventures in Foreign Countries

Certain countries, in which consolidated subsidiaries and joint ventures operate, have undergone substantial political and economic changes in recent years. Accordingly, such markets do not possess well-developed business infrastructures and the Group's 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 commercial activities of subsidiaries and joint ventures.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of Preparation and Presentation of Consolidated Financial Statements

The Group companies, which operate in Turkey, keep their accounting books and their statutory financial statements in Turkish Lira in accordance with the Generally Accepted Accounting Principles in Turkey accepted by the Capital Markets Board (CMB), Turkish Commercial Code, Tax Legislation and the Uniform Chart of Accounts issued by the Ministry of Finance. The foreign subsidiaries and joint ventures keep their accounting books and statutory financial statements in their local currencies and in accordance with the rules and regulations of the countries in which they operate.

The consolidated financial statements are based on the statutory financial statements of Group's subsidiaries and joint ventures and presented in TRL in accordance with CMB Financial Reporting Standards with certain adjustments and reclassifications for the purpose of fair presentation. Such adjustments are primarily related to application of consolidation accounting, accounting for business combinations, accounting for deferred taxes on temporary differences, accounting for employment termination benefits on an actuarial basis and accruals for various expenses. Except for the financial assets carried from their fair values and assets and liabilities included in business combinations application, financial statements are prepared on historical cost basis.

In accordance with the CMB's "Communiqué on Financial Reporting in Capital Market" Serial XI, No:29 (Communiqué), promulgated in the Official Gazette dated April 9, 2008, effective from January 1, 2008, listed companies are required to prepare their financial statements in conformity with International Accounting/Financial Reporting Standards (IAS/IFRS) as prescribed in the CMB Communiqué. The financial statements and explanatory notes are presented using the compulsory standard formats as published by the Communiqué.

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.2 Functional and Reporting Currency

Functional and reporting currency of the Company and its subsidiaries, joint ventures located in Turkey is Turkish Lira. As a result of the structure of subsidiaries and joint ventures located in foreign countries and the fact that some foreign subsidiaries and joint ventures carry out their transactions mostly in Euro (EURO) or US Dollars (USD) more than in any other currency, those foreign subsidiaries or joint ventures have adopted EURO or USD as their functional currencies.

Functional Currency of Significant Subsidiaries and Joint Ventures Located in Foreign Countries

Subsidiary or Joint Venture	Local Currency	Functional Currency	
		2011	2010
EBI	EURO	**USD**	USD
Efes Moscow	Russian Ruble (RUR)	**RUR**	RUR
Efes Karaganda	Kazakh Tenge (KZT)	**KZT**	KZT
Efes Vitanta	Moldovan Leu (MDL)	**MDL**	MDL
Efes Georgia	Georgian Lari (GEL)	**GEL**	GEL
CCI Holland	EURO	**USD**	USD
Almaty CC	KZT	**USD**	USD
Azerbaijan CC	Azerbaijan Manat (AZN)	**USD**	USD
Bishkek CC	Kirghiz Som (KGS)	**USD**	USD
CCBPL	Pakistan Rupee (PKR)	**PKR**	PKR
Jordan CC	Jordanian Dinar (JOD)	**USD**	USD
AETMC	EURO	**EURO**	EURO
EHTMC	EURO	**EURO**	EURO
Efes Germany	EURO	**EURO**	EURO
Knyaz Rurik	RUR	**RUR**	RUR

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies

Revised and amended standards and interpretations that are effective after January 1, 2011 and do not have any impact on the financial position or performance of the Group:

- IFRS 1 (Amendment) "First-time Adoption of International Financial Reporting Standards – Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters" (effective for annual periods beginning on or after July 1, 2010): IFRS 1 has been amended to allow first-time adopters to utilise the transitional provisions in IFRS 7 and give relief from providing comparative information in the first year of application.
- IAS 24 (Revised) "Related Party Disclosures" (effective for annual periods beginning on or after January 1, 2011): Revised standard clarifies the definition of a related party to simplify the identification of such relationships and to eliminate inconsistencies in its application. In addition, the revised standard introduces a partial exemption of general disclosure requirements for transactions with government-related entities.
- IAS 32 (Amendment) "Financial Instruments – Presentation : Classification of Rights Issues" (effective for annual periods beginning on or after February 1, 2010): The amendment addresses the accounting for rights issues that are denominated in a currency other than the functional currency of the issuer. Provided certain conditions are met, such rights issues are now classified as equity regardless of the currency in which the exercise price is denominated. Previously, these issues had to be accounted for as derivative liabilities. The amendment applies retrospectively in accordance with IAS 8 "Accounting policies, changes in accounting estimates and errors".
- IFRIC 14 (Amendment) "Prepayments of a Minimum Funding Requirement" (effective for annual periods beginning on or after January 1, 2011): The amendments correct an unintended consequence of IFRIC 14, "IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction". Without the amendments, entities are not permitted to recognise some voluntary prepayments for minimum funding contributions as an asset. This was not intended when IFRIC 14 was issued, and the amendments correct this. Early application is permitted. The amendment should be applied retrospectively to the earliest comparative period presented.
- IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments" (effective for annual periods beginning on or after July 1, 2010): The interpretation clarifies the accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability (debt for equity swap). It requires a gain or loss to be recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments should be measured to reflect the fair value of the financial liability extinguished.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

Revised and amended standards and interpretations that are effective after January 1, 2011 and do not have any impact on the financial position or performance of the Group (continued)

In May 2010, the International Accounting Standards Board (IASB) issued its third omnibus of amendments to its standards, primarily with a view to removing inconsistencies and clarifying wording. The effective dates of the improvements are various and the earliest is effective for annual periods beginning on or after July 1, 2010. Early application is permitted in all cases.

- IFRS 1 "First Time Adoption of IFRS": The amendment:

i. clarifies that if a first time adopter changes its accounting policies or its use of exemptions in IFRS 1 after it has been published on interim financial report in accordance with IAS 34 "Interim financial reporting", it must explain those changes and update the reconciliations between previous GAAP and IFRS. The amendment is applicable to annual periods beginning on or after January 1, 2011.

ii. allows first-time adopters to use an event-driven fair value as deemed cost, even if the event occurs after the date of transition, but before the first IFRS financial statements are issued. When such re-measurement occurs after the date of transition to IFRS, but during the period covered by its first IFRS financial statements, the adjustment is recognized directly in retained earnings. The amendment is applicable to annual periods beginning on or after January 1, 2011. Entities that adopted IFRS in previous periods are permitted to apply the amendment retrospectively in the first annual period after the amendment is effective.

iii. expands the scope of deemed cost for property, plant and equipment or intangible assets to include items used subject to rate regulated activities. The amendment is applicable to annual periods beginning on or after January 1, 2011. The amendment is applied prospectively.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

Revised and amended standards and interpretations that are effective after January 1, 2011 and do not have any impact on the financial position or performance of the Group (continued)

- IFRS 3 "Business Combinations": The amendment:

i. clarifies that the amendments to IFRS 7 "Financial Instruments – Disclosures", IAS 32 "Financial Instruments – Presentation" and IAS 39 "Financial Instruments – Recognition and Measurement", that eliminate the exemption for contingent consideration, do not apply to contingent consideration that arose from business combinations whose acquisition date precede the application of IFRS 3 (as revised in 2008). The amendment is applicable to annual periods beginning on after July 1, 2010. The amendment is applied retrospectively.

ii. limits the scope of the measurement choices that only the components of non-controlling interests that are present ownership interests that entitle their holders to a proportionate share of entity's net assets, in the event of liquidation, shall be measured either at fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. This amendment is applicable to annual periods beginning on after July 1, 2010. The amendment is applied prospectively from the date entity applies IFRS 3 (Revised).

iii. requires an entity (in a business combination) to account for the replacement of the acquiree's share based payment transactions (whether obliged or voluntarily). These transactions need to be split between consideration paid as part of the business combination and post combination expenses. The amendment is applicable to annual periods beginning on or after July 1, 2010. The amendment is applied prospectively.

- IFRS 7 (Amendment) "Financial Instrument – Disclosures": The amendment emphasizes the interaction between quantitative and qualitative disclosures and the nature and extent of risks associated with financial instruments. Among others, the improvement remove the disclosure requirement of the collateral held as security and other credit enhancements and estimate of their fair value for financial assets that are past due but not impaired and that are individually impaired; and instead include a disclosure requirement of financial effect of collateral held as security and other credit enhancements for all financial assets. The amendment is applicable to annual periods beginning on or after January 1, 2011. The amendment is applied retrospectively.

- IAS 1 (Amendment) "Presentation of Financial Statements": The amendment clarifies that an entity will present an analysis of other comprehensive income for each component of equity, either in the statement of changes in equity or in the notes to financial statements. The amendment is applicable to annual periods beginning on or after January 1, 2011. The amendment is applied retrospectively.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

Revised and amended standards and interpretations that are effective after January 1, 2011 and do not have any impact on the financial position or performance of the Group (continued)

- IAS 27 (Amendment) "Consolidated and Separate Financial Statements". The amendment clarifies that the consequential amendments from IAS 27 made to IAS 21 "The Effect of Changes in Foreign Exchange Rates", IAS 28 "Investment in Associates" and IAS 31 "Interests in Joint Ventures" apply prospectively for annual periods beginning on after July 1, 2009 or earlier when IAS 27 is applied earlier. This amendment is applicable to annual periods beginning on after July 1, 2010. The amendment is applied retrospectively.
- IAS 34 (Amendment) "Interim Financial Reporting": The amendment provides guidance to illustrate how to apply disclosure principles in IAS 34 and add disclosure requirements on i) the circumstances likely to affect fair values of financial instruments and their classification, ii) transfers of financial instruments between different levels of fair value hierarchy, iii) changes in classification of financial assets, iv) changes in contingent assets and liabilities. The amendment is applicable to annual periods beginning on or after January 1, 2011. The amendment is applied retrospectively.
- IFRIC 13 "Customer Loyalty Programmes": The improvement clarifies that when the fair value of award credits is measured based on the value of the awards for which they could be redeemed, the amount of discounts or incentives otherwise granted to customers not participating in the award credit scheme, is to be taken into account.

The aforementioned standards do not have material impact on consolidated financial statements.

The standards and interpretations that are effective after January 1, 2012 and have not been early adopted by the Group are as follows:

- IFRS 1 (Amendment) "First Time Adoption" (effective for annual periods beginning on or after July 1, 2011): Amendment provides guidance on how an entity should resume presenting financial statements in accordance with IFRSs after a period when the entity was unable to comply with IFRSs because its functional currency was subject to severe hyperinflation.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

The standards and interpretations that are effective after January 1, 2012 and have not been early adopted by the Group are as follows: (continued)

- IFRS 7 (Amendment) "Financial Instruments: Disclosures" (effective for annual periods beginning on or after July 1, 2011): The purpose of this amendment is to allow users of financial statements to improve their understanding of transfer transactions of financial assets (e.g. securitizations), including understanding the possible effects of any risks that may remain with the entity which transferred the assets. The amendment also requires additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period. Comparative disclosures are not required.
- IAS 12 (Amendment), "Income Taxes" (mandatory for annual periods beginning on or after January 1, 2012, but earlier application is permitted): IAS 12 has been updated to include:

i. a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 should be determined on the bases that its carrying amount will be recovered through sale

ii. a requirement that deferred tax on non-depreciable assets, measured using the revaluation model in IAS 16, should always be measured on a sale basis,

The standards and interpretations that are effective after January 1, 2013 and have not been early adopted by the Group are as follows:

- IFRS 7 (Amendment) "Financial Instruments: Disclosures-Offsetting Financial Assets and Financial Liabilities" (to be retrospectively applied for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods). New disclosures would provide users of financial statements with information that is useful in;

i. evaluating the effect or potential effect of netting arrangements on an entity's financial position and

ii. analysing and comparing financial statements prepared in accordance with IFRSs and other generally accepted accounting standards.

- IFRS 9 "Financial Instruments" (the new standard is effective for annual periods beginning on or after January 1, 2015). Phase 1 of this new IFRS introduces new requirements for classifying and measuring financial instruments. The amendments made to IFRS 9 will mainly affect the classification and measurement of financial assets and measurement of fair value option (FVO) liabilities and requires that the change in fair value of a FVO financial liability attributable to credit risk is presented under other comprehensive income. Early adoption is permitted.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

The standards and interpretations that are effective after January 1, 2013 and have not been early adopted by the Group are as follows: (continued)

- IFRS 10 "Consolidated Financial Statements" (effective for annual periods beginning on or after January 1, 2013): This new Standard may be adopted early, but IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities should be also adopted early. IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. A new definition of control is introduced, which is used to determine which entities are consolidated. This is a principle based standard and require preparers of financial statements to exercise significant judgment. The standard is applied on a modified retrospective approach.
- IFRS 11 "Joint Arrangements" (effective for annual periods beginning on or after January 1, 2013): IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. Proportional consolidation of joint ventures is no longer allowed. The standard will be applied using a modified retrospective approach.
- IFRS 12 "Disclosure of Interests in Other Entities" (effective for annual periods beginning on or after January 1, 2013): IFRS 12 is applied on a modified retrospective basis. This new Standard may be adopted early, but IFRS 10 Consolidated Financial Statements and IFRS 11 Joint Arrangements should be also adopted early. IFRS 12 includes all of the disclosures that were previously in IAS 27 Consolidated and Separate Financial Statements related to consolidated financial statements, as well as all of the disclosures that were previously included in IAS 31 Interests in Joint Ventures and IAS 28 Investment in Associates. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities.
- IAS 27 "Separate Financial Statements" (effective for annual periods beginning on or after January 1, 2013): As a consequential amendment to IFRS 10 and IFRS 12, the IASB also amended IAS 27, which is now limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. Transitional requirement of this amendment is similar to IFRS 10.
- IAS 28 "Investments in Associates and Joint Ventures" (effective for annual periods beginning on or after January 1, 2013): This standard includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of IFRS 11.

IFRS 10, IFRS 11 and IFRS 12 together with related updates to IAS 27 "Separate Financial Statements" and IAS 28 "Associates and Joint Ventures" make up a package of five new and revised standards which must be adopted simultaneously. Earlier application is permitted.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.3 Changes in Accounting Policies (continued)

The standards and interpretations that are effective after January 1, 2013 and have not been early adopted by the Group are as follows: (continued)

- IFRS 13 "Fair Value Measurement" (effective for annual periods beginning on or after January 1, 2013): IFRS 13 provides guidance on how to measure fair value under IFRS but does not change when an entity is required to use fair value. It is a single source of guidance under IFRS for all fair value measurements. The new standard also brings new disclosure requirements for fair value measurements. The standard is applied prospectively. Early application is permitted.
- IAS 1 (Amendment) "Presentation of Financial Statements" – "Presentation of Items of Other Comprehensive Income" (effective for annual periods beginning on or after July 1, 2012): IAS 1 has been amended only for the grouping of items presented in other comprehensive income. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time would be presented separately from items which will never be reclassified. The amendments will be applied retrospectively. Earlier application is permitted.
- IAS 19 (Revised) "Employee Benefits" (effective for annual periods beginning on or after January 1, 2013). IAS 19 has been amended to remove the corridor mechanism and to make the distinction between short-term and other long-term employee benefits based on expected timing of settlement rather than employee entitlement. The revised standard is applied retrospectively with a few exceptions. Early adoption is permitted.
- IAS 32 (Amendment) "Financial Instruments: Presentation - Offsetting Financial Assets and Financial liabilities" (to be retrospectively applied for annual periods beginning on or after January 1, 2014). The amendments clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous.
- IFRIC 20 "Stripping Costs in the Production Phase of a Surface Mine" (effective for annual periods beginning on or after January 1, 2013): Entities will be required to apply its requirements for production phase stripping costs incurred from the start of the earliest comparative period presented. The Interpretation clarifies when production stripping should lead to the recognition of an asset and how that asset should be measured, both initially and in subsequent periods. Earlier application is permitted.

Group is assessing the effects of the new standards and amendments on its consolidated financial statements.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.4 Changes in Accounting Estimates

The accounting estimates of the Group are adopted to be the same as prior years and there is no material change from prior years' accounting policies.

2.5 Offsetting

Financial assets and liabilities are offset and the net amount are reported in the consolidated financial statements when there is a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis or realize the assets and settle the liabilities simultaneously.

2.6 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the parent company, Anadolu Efes, its subsidiaries and joint ventures drawn up to the reporting date. The financial statements of the companies included in the consolidation have been prepared based on the accounting policies and presentation formats adopted by the Group in accordance with CMB Financial Reporting Standards.

Subsidiaries are companies in which Anadolu Efes has the power to exercise more than 50% of the voting rights relating to the shares in the companies as a result of shares owned directly and/or indirectly by itself or although not having the power to exercise more than 50% of the voting rights, exercises control in order to make profit from the operations of companies through the exercise of actual dominant influence over the financial and operating policies. Subsidiaries are consolidated by using the full consolidation method; therefore, the carrying value of subsidiaries is eliminated against the related shareholders' equity. The equity and net income attributable to minority shareholders' interests of subsidiaries are shown separately in the consolidated balance sheet and consolidated income statement.

Joint ventures are companies in respect of which there are contractual arrangements through which an economic activity is undertaken subject to joint control by the Group and its subsidiaries together with one or more other parties. The Group's interest in joint ventures is accounted for by way of proportionate consolidation; in other words, the Group includes its share of the assets, liabilities, income and expenses of each joint venture in the relevant components of the financial statements.

Investments in associates are undertakings in which the Group generally has between 20% and 50% of the voting rights and the Group has significant influence and which are not subsidiaries or joint ventures of the Group. The Group's investments in associates are accounted for by using the equity method.

The investments in associates are carried in the consolidated balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates, less any impairment in value. The consolidated income statement reflects the Group's share of the results of operations of the associates.

Intercompany balances and transactions, including intercompany profits and unrealized profits and losses are eliminated. Consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

The acquisition method of accounting is used for business acquisitions. Subsidiaries, joint ventures or investment in associates, acquired or disposed of during the year are included in the consolidated financial statements from the date of acquisition or to the date of disposal.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.7 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, bank deposits and short-term investments, which can easily be converted into cash for a certain amount, has high liquidity with original maturities of 3 months or less. The deposits with the original maturities more than 3 months are classified to financial investments. The amounts paid under reverse repurchase agreements are included in the cash and cash equivalents.

2.8 Trade Receivables and Provisions for Doubtful Receivables

Trade receivables that are originated by the Group by the way of providing goods or services are generally collected in 5 to 90 day terms. Trade receivables are recognized and carried at discounted amount if they bear significant interest less an allowance for any uncollectible amounts.

The provisions for doubtful receivables are set aside when there is objective evidence that a receivable cannot be collected and is charged as an expense in the consolidated financial statements. The provision is the difference between the carrying amount and the recoverable amount, being all cash flows, including amounts recoverable from guarantees and collaterals.

2.9 Related Parties

Parties are considered to be related if one party directly or indirectly has the ability to control the other party or exercise significant influence over the other party in making the financial and operating decisions or be the associate of the group. Related parties also include individuals who are principle owners, management and members of the Group's board of directors and their families. Amounts due from and due to related parties are carried at cost. Related party transactions are transfers of resources, services or obligations between related parties, regardless of whether a price is charged.

2.10 Inventories

Inventories, are valued at the lower of cost and net realizable value. Net realizable value is the selling price in the ordinary course of business, less the costs of completion, marketing and distribution. Cost is determined primarily on the basis of the weighted average cost method. For processed inventories, cost includes direct materials, direct labor and the applicable allocation of fixed and variable overhead costs based on a normal operating capacity.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.11 Biological assets

Biological assets of the Group consist of sewed fruit tree seedlings of Anadolu Etap. The seedlings that are accounted for as biological assets are carried at cost due to immateriality and nonexistence of an active and fair market according to IAS 41.

2.12 Financial Investments

The Group has classified its financial assets as "available-for-sale" in accordance with IAS 39 "Financial Instruments: Recognition and Measurement". Financial assets, intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates are classified as available-for-sale. These financial assets are included in non-current assets unless management has the intention of holding the investment for less than twelve months from the balance sheet date, or unless they will need to be sold to raise working capital, in which case they are included in current assets. Management determines the appropriate classification of its financial assets at the time of the purchase and re-evaluates such designation on a regular basis.

All investments are initially carried at cost, being the fair value of the consideration given and including acquisition changes associated with the investment. After initial recognition, investments classified as available-for-sale are measured at fair value. For investments actively traded in organized financial markets, fair value is determined by reference to stock exchange quoted market bid prices at the close of business on the balance sheet date and positive or negative valuation differences of investments, which are measured at fair value, have been recognized under comprehensive income statements as "value increase in available-for-sale securities" in the consolidated financial statements.

Investments classified as available-for-sale investments, that do not have a quoted market price on an active market and whose fair value cannot be reliably measured by alternative valuation methods, are measured at cost. The carrying amounts of such investments are reviewed at each balance sheet date for impairment.

All the acquisitions and disposals of the available for sale securities are recorded in the accounts at the date of obligation of the Group for purchasing or selling the asset.

(Currency– Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.13 Property, Plant and Equipment

Property, plant and equipment (PP&E) are stated at cost less accumulated depreciation and any impairment in value. Land is not depreciated. Depreciation is computed by the straight-line method over the following estimated useful lives:

- Buildings and land improvements	10-50 years
- Machinery and equipment	4-20 years
- Leasehold improvements	4-15 years
- Furniture and fixtures	3-15 years
- Vehicles	5-10 years
- Returnable bottles and cases	5-10 years
- Other tangible assets	2-14 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 net selling price and value in use. 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 largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The increase in the carrying amount of an asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset in prior years. The increase is recognized in the consolidated income statement (Note 31).

The Group management accounts returnable bottles under property, plant and equipment. Deposit obligations relating to such returnable bottles are reflected in other payables. The Group carries the liabilities related to returnable packages of Turkey Beer operation in the consolidated balance sheet, until the return of these packages from points of sales. The Group sells its products also in non-returnable bottles. For such sales, there is no deposit obligation of the Group.

Expenses for repair and maintenance of property, plant and equipment are normally charged to the income statement. They are, however, capitalized and depreciated through the estimated useful life of the property, plant and equipment in exceptional cases if they result in an enlargement or substantial improvement of the respective assets.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.14 Intangible Assets

Intangible assets acquired separately from a business are capitalized at cost.

Intangible assets acquired as part of an acquisition of a business are capitalized separately from goodwill, if the fair value can be measured reliably. 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. Supplies relating to promotion and marketing activities are incurred as expense when the right to reach these supplies is recognized. Intangible assets are amortized on a straight-line basis over the best estimate of their useful lives. Intangible assets with indefinite useful life formed in the financial statements in accordance with purchase method, are not subject to amortization and the carrying amounts of such intangibles are reviewed for impairment at least annually and whenever there is an indication of possible impairment.

a) Brands

The brands, which belong to International Beer Operations and which are acquired as part of a business combination, are carried at their fair value and if it is acquired separately, carried at cost in the financial statements. The Group expects that the brands will generate cash inflow indefinitely and therefore are not amortised. The brands are tested for impairment annually.

b) Bottlers and Distribution Agreement

In the scope of consolidation, intangible assets identified in the fair value financial statements of subsidiaries acquired by CCİ in 2005 and 2009, acquired through change in scope of consolidation in 2011 and joint venture acquired by CCİ in 2008 include the “Bottlers and Distribution Agreements” that are signed with The Coca-Cola Company. Since the Group management expects to renew these agreements without any additional costs after expiration, it is decided that there are no definite useful lives of such assets. The intangible assets relating to the bottlers and distribution agreements are therefore not amortized. Bottlers and distribution agreements are tested for impairment annually.

c) Rights

The rights acquired as part of a business combination is carried at their fair value and if they are acquired separately, then they are carried at cost in the financial statements. Rights in the consolidated financial statements comprise mainly water sources usage rights and are amortized on a straight-line basis over 10 to 40 years.

d) Software

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 amortized on a straight-line basis over 1 to 5 years.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.15 Business combinations and goodwill

A business combination is the bringing together of separate entities or business into one reporting entity.

The Group accounted business combinations that occurred before January 1, 2010 using the purchase method according to the IFRS 3 before revision. In this method, the cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the acquirer shall include the amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured.

Goodwill is accounted in the consolidated financial statements being the excess of the cost of the business combination over the Group's share is the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill recognized in business combinations is tested for impairment annually (as of December 31) or more frequently, if events or changes in circumstances indicate impairment, instead of amortization. Even though these circumstances do not indicate impairment in the following periods, the impairment loss of goodwill recognized in consolidated income statement is not subject to be reversed. During the impairment test, goodwill relates to cash-generating units.

The excess of the Group's share in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of business combination is accounted for as an income in the related year (gain from bargain purchase).

In business combinations involving entities under common control, assets and liabilities subject to a business combination are recognized at their carrying amounts in the consolidated financial statements. As a result of these transactions, no goodwill or gain from bargain purchase is directly accounted to the financial statements.

For business combinations occurred after January 1, 2010, the Group applied revised IFRS 3 "Business Combination" which is effective for the periods beginning on January 1, 2010.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.15 Business combinations and goodwill (continued)

IFRS 3 (Revised) introduces a number of changes in the accounting of business combinations which will impact the amount of goodwill recognized, the reported profit or loss in the period that a business combination occurs, and profit or loss of the future periods. Such changes include the expensing of acquisition related costs and recognizing subsequent changes in fair value of contingent consideration in the profit or loss (rather than by adjusting goodwill). However, as permitted by the revised standard in accordance with the transition period application, the Group recognized subsequent changes in the fair value of contingent consideration balances originated in previous periods before the effective date of IFRS 3 (Revised) by adjusting goodwill.

The Group applies a policy of treating transactions with minority interests as transactions with equity owners of the Group. Accordingly, for share purchases from minority interests, the difference between any consideration paid and the relevant share acquired of the carrying value of the net assets of the subsidiary is accounted for as an equity transaction.

2.16 Trade Payables

Trade payables are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market. Such financial liabilities are initially recognised at fair value and represented by the original invoice amount. After initial recognition, trade payables are measured at amortised cost using the effective interest rate method.

2.17 Borrowings

All borrowings are initially recognized at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. After initial recognition, borrowings are subsequently measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses are recognized in net profit or loss when the obligations related with the borrowings are removed.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer the settlement of the liability for at least 12 months after the balance sheet date.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.17 Borrowings (continued)

a) Finance Lease

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. The initial direct costs attributable for the finance lease are added to the amount recognized as an asset. Capitalized leased assets are depreciated over the estimated useful life of the asset.

b) Operating Lease

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Group recognizes operating lease payments as an expense in the income statement on a straight-line basis over the lease term.

2.18 Current Income Tax and Deferred Tax

The tax expense for the year comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized directly in equity. In such case, the tax is also recognized in equity.

The current income tax charge is calculated in accordance with the tax laws enacted or substantively enacted at the balance sheet date in the countries where the subsidiaries and joint ventures of the Group operate.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax related to the equity items is carried under the equity and not reflected to income statement. Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent of the probability that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax assets and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each balance sheet 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 tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to net off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxation authority.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.19 Employee Benefits

a) Defined Benefit Plans

In accordance with existing social legislation in Turkey, the Group companies operating in Turkey are required to make lump-sum termination indemnities to each employee who has completed over one year of service with the Group and whose employment is terminated due to retirement or for reasons other than resignation or misconduct. In the consolidated financial statements the Group has reflected a liability using the Projected Unit Credit Method and based on estimated inflation rates and factors derived using the Group's experience of personnel terminating their services and being eligible to receive such benefits and discounted by using the current market yield at the balance sheet date on government bonds.

b) Defined Contribution Plans

The Group pays contributions to the Social Security Institution of Turkey on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are paid.

c) Long Term Incentive Plans

The Group provides a benefit to its employees over a certain seniority level under the name "long term incentive plan". Provision for long term incentive plan accrued in consolidated financial statements reflects the discounted value of the estimated total provision of possible future liabilities until the financial statement date.

2.20 Provisions, Contingent Assets and Liabilities

a) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

b) Contingent Assets and Liabilities

Contingent liabilities are not recognized in the consolidated financial statements, but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the consolidated financial statements, but disclosed when an inflow of economic benefits is probable.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.21 Foreign Currency Translations

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are recorded in the consolidated income statement of the relevant period, as foreign currency loss or gain. Foreign currency translation rates announced by the Central Bank of the Republic of Turkey and used by the Group's subsidiaries and joint ventures in Turkey as of respective year-ends are as follows:

Date	USD/TRL (full)	EURO/TRL (full)
December 31, 2011	1,8889	2,4438
December 31, 2010	1,5460	2,0491

The assets and liabilities of subsidiaries and joint ventures operating in foreign countries are translated at the rate of exchange ruling at the balance sheet date and the equity items are translated using the exchange rates at the date of the transaction. The income statements of foreign subsidiaries and joint ventures are translated at average exchange rates. Differences resulting from the deviation between the values of investment related to equity accounts of consolidated subsidiaries and joint ventures and the appreciation of foreign currencies against the Turkish Lira are accounted to equity as "currency translation differences".

Goodwill and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the acquiring company and are recorded at the exchange rate of balance sheet date. On disposal of a foreign entity, currency translation differences are recognized in the income statement as a component of the gain or loss on disposal.

2.22 Paid in Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceeds.

2.23 Dividends Payable

Dividends payable are recognized as an appropriation of profit in the period in which they are declared.

2.24 Subsequent Events

The Group adjusts the amount recognized in its financial statements to reflect the adjusting events after the balance sheet date. If non-adjusting events after the balance sheet date have material influence on the economic decisions of users of the financial statements, they are disclosed in the notes to the consolidated financial statements.

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.25 Revenue

Revenue is recognized to the extent of probability that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenues are stated net of discounts and returns, 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 and the amount of revenue can be measured reliably.

b) Interest Income

Interest income is recognized as the interest accrues. Interest income is reflected under the "financial income" in the consolidated income statement.

c) Dividend Income

Dividend income is recognized when the right to collect the dividend is established.

2.26 Borrowing Costs

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized. Borrowing costs other than these are recoded as expensed at the date they are incurred.

2.27 Segment Reporting

The Group management monitors the operating results of its three business units separately for the purpose of making decisions about resource allocation and performance assessment. The three operating segments are Turkey Beer Operations (Turkey Beer), which is conducted by the Company; International Beer Operations (International Beer), which is conducted by EBI; and Soft Drinks Operations (Soft Drinks) which is conducted by CCİ.

Segment performance is evaluated based on profit from operations before depreciation, amortization and non-cash expenses (EBITDA). EBITDA has been determined as the optimum indicator by the Group management for the evaluation of the performance of the operating segments by considering the comparability with the entities in the same business (Note 5).

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.28 Earnings per Share

Earnings per share in the consolidated income statements are calculated by dividing the net profit for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the year. In Turkey, companies can increase their share capital by making distribution of free shares to existing shareholders from inflation adjustment to shareholders equity.

For the purpose of the earnings per share computations, the weighted average number of shares outstanding during the year has been adjusted with respect to free shares issued without corresponding change in resources by giving them retroactive effect for the period in which they were issued and each earlier period.

2.29 Reporting of Cash Flows

In the consolidated statement of cash flows, cash flows are classified and reported according to their operating, investing and financing activities. Cash flows related with investing activities present the cash flows provided from and used in the Group's investing activities and cash flows related with financing activities present the proceeds and repayments of sources in the Group's financing activities.

2.30 Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities at the date of balance sheet date. Actual results may vary from the current estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in income statement in the periods in which they become known. The source of the estimates and assumptions which may cause to significant adjustments at assets and liabilities at following periods as of balance sheet date are as follows:

a) Provision for doubtful receivables is an estimated amount that management believes to reflect for possible future losses on existing receivables that have collection risk due to current economic conditions. During the impairment test for the receivables, the debtors, other than the key accounts and related parties, are assessed with their prior year performances, their credit risk in the current market, their performance after the balance sheet date up to the issuing date of the financial statements; and also the renegotiation conditions with these debtors are considered (Note 10).

b) During the assessment of the reserve for inventory obsolescence the following are considered; analyzing the inventories physically and historically, considering the employment and usefulness of the inventories respecting to the technical personnel view. Sales prices listed, average discount rates given for sale and expected cost incurred to sell are used to determine the net realizable value of the inventories (Note 13).

NOTE 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

2.30 Use of Estimates (continued)

c) The Group performs impairment test for tangible assets, intangible assets with indefinite useful life and goodwill annually or when circumstances indicate that the carrying value may be impaired. As of December 31, 2011, impairment test for the intangible assets with indefinite useful life and goodwill is generated by comparing its carrying amount with the recoverable amount. The recoverable amount is the higher of net selling price and value in use.

In these calculations, estimated free cash flows before tax from financial budgets covering a 3-year period and approved by Board of Directors are used. Estimated free cash flows before tax after a 3-year period are calculated for 5 – 10 years period by using expected growth rates. Estimated free cash flows before tax are discounted to expected present value for future cash flows. Key assumptions such as country specific market growth rates, gross domestic product (GDP) per capita and consumer price indices were derived from external sources. Main estimates such as raw material and good prices, working capital requirements and capital expenditures were based on the Group's key assumptions and historical operating data. The enterprise value used as a base for the impairment test has been calculated using cash flow projections from the strategic business plan approved by the Board of Directors and no impairment has been detected on goodwill. Perpetuity growth rate used in impairment test in the operating units is between 1,00% - 3,00% (December 31, 2010 – 1,00% - 3,00%) and after tax discount rate is between 8,8% and 14,7% (December 31, 2010 – 9,59% - 13,05%). Based on the Group's sensitivity analysis, adjusting the post-tax weighted average cost of capital by 0.3% up-ward or adjusting the perpetuity growth rate by 0.5% down-ward in the recoverable amount calculation will not result any impairment loss.

d) The liability for the put option that has been measured by applying a weighting of different valuation techniques has been presented in "other current liabilities" in the consolidated balance sheet (Note 23).

e) The discount rates related with retirement pay liability are actuarial assumptions determined with future salary increase and the employee's turnover rates (Note 24).

f) Deferred tax asset is only recorded if it is probable that a taxable income will be realized in the future. Under the circumstances that a taxable income will be realized in the future, deferred tax is calculated over the temporary differences by carrying forward the deferred tax asset in the previous years and the accumulated losses. As of December 31, 2011, the estimations made to indicate that the company will incur taxable profits in the future periods were reasonable and deferred tax asset was recorded (Note 35).

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 3. BUSINESS COMBINATIONS

Transactions Related with 2011

In March 2011, CCI Holland acquired 100% of SSG shares and 50% of CCBI shares from The Coca-Cola Export Corporation for a cash consideration of TRL35.416. CCBI, whose 50% shares owned by CCI Holland, owned 60% shares of CCBL and SSG owned 40% shares of CCBL as at December 31, 2010. Following this acquisition, CCİ's indirect shareholding rate in CCBL has reached to 100% from 30%. Accordingly, CCİ included SSG, CCBI and CCBL in consolidation by using full consolidation method.

Regarding to the consolidation of aforementioned subsidiaries, the Group's share in the difference between the net asset value calculated from the financial statements based on fair value accounting and the acquisition cost amounting to TRL7.384 was recorded as goodwill in the consolidated balance sheet as of December 31, 2011 in accordance with IFRS 3 "Business Combinations" (Note 20).

According to this acquisition, the Group's share in the fair value difference occurred from the fair value financial statements amounting to TRL2.957, which is related with the shares formerly owned by the Group, is recorded as "other operating income" in the consolidated income statement in accordance with IFRS 3 (Note 31).

The carrying value of the net assets of SSG and CCBI derived from the financial statements as of acquisition date are as follows:

	CCBI		SSG	
	Fair value	**Book value**	**Fair value**	**Book value**
Cash and cash equivalents	1.445	1.445	643	643
Trade and other receivables	781	781	520	520
Inventories	4.797	4.797	3.198	3.198
Other assets	1.863	1.863	1.296	1.296
Property, plant and equipment	39.738	38.474	26.492	25.649
Intangible assets	10.564	59	7.042	40
Trade and other payables	(271)	(271)	(180)	(180)
Due to related parties	(51.534)	(51.534)	(21.550)	(21.550)
Other liabilities	(536)	(536)	(159)	(159)
Carrying value of net assets acquired	**6.847**	**(4.922)**	**17.302**	**9.457**
Total cash consideration, Group's share	5.141		12.658	
Group's share in net assets	(1.720)		(8.695)	
Goodwill arising from acquisition	**3.421**		**3.963**	
Total cash consideration, Group's share	5.141		12.658	
Cash in the subsidiary acquired, Group's share (-)	(363)		(323)	
Net cash outflow on acquisition	**4.778**		**12.335**	

NOTE 3. BUSINESS COMBINATIONS (continued)

Transactions Related with 2010

The Company acquired 11.219.811 EBI Global Depository Receipts (GDRs) representing approximately 26,53% of the issued share capital of EBI from a group of shareholders at a price of USD 17,00 per GDR (each GDR representing 5 EBI shares) for a total consideration of TRL290.456 during 2010. In accordance with IAS 27, positive difference amounting to TRL5.041 between the net asset value of EBI and the acquisition cost has been reflected to "other reserves" under the equity attributable to equity holders of the parent.

As a result of holding over 95% of the issued share capital of EBI, the Company intends to acquire the outstanding EBI shares by means of a squeeze-out procedure in accordance with the article 2:92a of the Dutch Civil Code before the Enterprise Chamber of the Court of Appeals in Amsterdam, the Netherlands. The writ that introduces the squeeze-out procedure was issued in June 2010 and the squeeze-out process was completed in October 2010.

At the extraordinary general meeting of shareholders of EBI held in Amsterdam on June 2010, the resolution approving the cancellation of the admission of the GDRs to the official list of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities was passed. In addition, amendment to the deposit agreement between the Company and The Bank of New York Mellon dated October 20, 2004 to permit such delisting was approved. As the amendment to the deposit agreement became effective following the date on which the extraordinary general meeting of shareholders has been held, de-listing of the GDRs was completed as of October 6, 2010.

In July 2010, EBI acquired 62,96% shares of OAO Knyaz Rurik, which owns 80,02% of Mutena Maltery shares, from Specialized State-Owned Unitary Enterprise for Sale of Property of the City of Moscow through a public auction process for a cash consideration of TRL 18.608. After having the necessary approval from the competition board in August 2010, Knyaz Rurik is included in the consolidation by using full consolidation method. The difference between the cash consideration and the net assets calculated from the financial statements of Knyaz Rurik based on fair value accounting prepared in conformity with IFRS 1, amounting to TRL1.373, and the fair value difference amounting to (TRL1.580) arising from 19,98% shares on hand of Mutena Maltery, which was accounted under "non-current financial investments" and currently is fully consolidated as subsidiary, are presented net under the "other operating income" in the consolidated income statement.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 3. BUSINESS COMBINATIONS (continued)

Transactions Related with 2010 (continued)

The net asset value calculated over the financial statements of Knyaz Rurik based on fair value accounting as of the acquisition date is as follows:

	Fair Value
Cash and cash equivalents	1.666
Trade and other receivables	7.052
Inventories	1.775
Other assets	1.089
Property, plant and equipment and intangible assets	20.384
Deferred tax liability	(3.722)
Other liabilities	(461)
Minority interests	(6.683)
Fair value of net assets acquired	**21.100**
Total cash consideration	18.608
Group's share in net assets	(17.235)
Net book value of Mutena Maltery shares on hand	5.103
Fair value of Mutena Maltery shares on hand	(6.683)
Amount recognised in income statement	**(207)**
Total cash consideration	18.608
Net cash acquired with the subsidiary (-)	(1.666)
Net cash outflow on acquisition	**16.942**

In November 2010, AETMC acquired 15,10% shares of OAO Knyaz Rurik, which owns 80,02% of Mutena Maltery shares for a cash consideration of TRL5.786. The Group accounted the difference between the cash consideration and the net assets of Knyaz Rurik amounting to TRL1.921 to "other reserves" under the equity attributable to equity holders of the parent in accordance with IAS 27.

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NOTE 4. JOINT VENTURES

Summarized financial information about proportionally consolidated amounts included in the consolidated financial statements before consolidation adjustments and reclassifications are as follows:

	2011	2010
Current assets	**742.893**	659.168
Non-current assets	**1.200.033**	883.904
Total assets	**1.942.926**	1.543.072
Short-term liabilities	**278.899**	452.245
Long-term liabilities	**811.667**	357.821
Equity	**852.360**	733.006
Total liabilities	**1.942.926**	1.543.072
Net income	**66.208**	96.111

There are no commitments given by the Company on behalf of the joint ventures as of December 31, 2011 and 2010.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 5. SEGMENT INFORMATION

The Group's segment reporting disclosed in accordance with IFRS 8 is disclosed as follows with respect to operating segments as of December 31, 2011 and 2010.

	Turkey Beer	International Beer	Soft Drinks	Other (1) and Eliminations	Total
2011					
Revenues	1.390.840	1.630.697	1.712.991	58.496	4.793.024
Inter-segment revenues	(11.069)	(4.362)	(43)	(16.284)	(31.758)
Total Sales	**1.379.771**	**1.626.335**	**1.712.948**	**42.212**	**4.761.266**
EBITDA	**519.881**	**238.961**	**244.703**	**(50.129)**	**953.416**
Depreciation and amortization	80.426	175.424	77.283	2.474	335.607
Provision for retirement pay liability	7.039	-	3.249	65	10.353
Fair value increase related to change in scope of consolidation	-	-	(2.957)	-	(2.957)
Other	4.862	2.942	2.138	(4.649)	5.293
Profit/(loss) for the year	**336.516**	**4.473**	**71.098**	**(52.615)**	**359.472**
Capital expenditures (Note 18, 19)	**94.984**	**205.702**	**249.391**	**3.322**	**553.399**
2010					
Revenues	1.293.426	1.464.174	1.383.607	51.257	4.192.464
Inter-segment revenues	(10.821)	(188)	(38)	(12.624)	(23.671)
Total Sales	1.282.605	1.463.986	1.383.569	38.633	4.168.793
EBITDA	519.064	320.273	218.589	(38.922)	1.019.004
Depreciation and amortization	74.932	149.623	74.027	2.449	301.031
Provision for retirement pay liability	8.348	-	3.981	158	12.487
Other	3.617	1.768	3.963	2.514	11.862
Profit/(loss) for the year	368.514	94.209	99.694	(43.976)	518.441
Capital expenditures (Note 18, 19)	92.077	147.322	80.206	11.109	330.714

(1) Includes other subsidiaries included in the consolidation of Anadolu Efes and headquarters expenses.

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NOTE 5. SEGMENT INFORMATION (continued)

Segment assets and liabilities as of December 31, 2011 and 2010 is disclosed as follows:

	Turkey Beer	International Beer	Soft Drinks	Other [1] and Eliminations	Total
2011					
Segment assets	**3.094.136**	**2.829.313**	**1.903.453**	**(1.406.193)**	**6.420.709**
Segment liabilities	**871.460**	**1.258.990**	**1.064.143**	**19.236**	**3.213.829**
Other disclosures					
Investments in associates	**-**	**18.447**	**-**	**-**	**18.447**
2010					
Segment assets	3.002.585	2.294.972	1.514.717	(1.223.443)	5.588.831
Segment liabilities	851.663	1.124.038	793.535	4.590	2.773.826
Other disclosures					
Investments in associates	-	21.441	-	-	21.441

(1) Includes other subsidiaries included in the consolidation of Anadolu Efes.

Reconciliation of EBITDA to the consolidated profit before tax and its components as of December 31, 2011 and 2010 are explained in the following table:

	2011	2010
EBITDA	**953.416**	1.019.004
Depreciation and amortization expenses	**(335.607)**	(301.031)
Provision for retirement pay liability	**(10.353)**	(12.487)
Provision for vacation pay liability	**(3.258)**	(3.124)
(Impairment reversal)/impairment on property, plant and equipment, net	**(1.374)**	(2.079)
Provision/(reversal of provision) for doubtful receivables, net	**(494)**	(1.064)
Provision/(reversal of provision) for inventory obsolescence, net	**4.104**	(941)
Fair value increase related to change in scope of consolidation	**2.957**	-
Other	**(4.271)**	(4.654)
Profit from Operations	**605.120**	693.624
Loss from Associates	**(6.785)**	(17.910)
Financial Income	**240.686**	244.302
Financial Expenses (-)	**(374.040)**	(261.464)
Profit Before Tax from Continuing Operations	**464.981**	658.552

(Currency– Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 6. CASH AND CASH EQUIVALENTS

	2011	2010
Cash on hand	**1.466**	855
Bank accounts		
- Time deposits	**843.873**	896.289
- Demand deposits	**67.859**	39.042
Other	**-**	52
Cash and cash equivalents in cash flow statement	**913.198**	936.238
Interest income accrual	**4.431**	3.086
	917.629	939.324

As of December 31, 2011, as the maturity of all time deposits is less than three months, annual interest rates of the TRL denominated time deposits vary between 3,8% and 13,3% (December 31, 2010 - 3,8% - 9,5%) and annual interest rates of the USD, EURO denominated and other time deposits vary between 0,2% and 10,5% (December 31, 2010 – 0,1% - 5,4%).

NOTE 7. FINANCIAL INVESTMENTS

a) Current Investments

	2011	2010
Time deposits with maturity more than three months	**21.395**	53.830
Investment funds	**1.207**	1.260
	22.602	55.090

Investment funds in the consolidated financial statements are valued with their market value prevailing at the balance sheet date. Time deposits with maturities over three months were made for periods varying between 3 to 7 months and earned interest is between 4,5% and 5,9% (December 31, 2010 – for 3 to 8 months; 1,4% - 9,1%).

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 7. FINANCIAL INVESTMENTS (continued)

b) Non-current Investments

	Ownership			
	2011	2010	**2011**	2010
Alternatifbank A.Ş.	**7,46%**	7,46%	**24.394**	36.702
Other			**786**	786
			25.180	37.488

Available for sale securities (except for Alternatifbank) are carried at cost, since these investments do not have a quoted market price in an active market and its fair value cannot be reliably measured by alternative valuation methods. Shares of Alternatifbank are traded on the ISE, and the Group carried the shares of Alternatifbank at fair value as of December 31, 2011 in the consolidated financial statements.

As a result of the valuation of current investments and shares of Alternatifbank at their market value, a negative valuation difference amounting to TRL12.365 in 2011 is recognized under consolidated comprehensive income statement as “value increase/(decrease) in available for sale securities” (December 31, 2010 –TRL2.347 positive valuation difference). The deferred tax income effect of such valuation difference amounting to TRL618 (December 31, 2010 – TRL117 deferred tax expense) is also recognized under consolidated comprehensive income statement.

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NOTE 8. BORROWINGS

As of December 31, 2011, total borrowings consist of principal (finance lease obligations included) amounting to TRL2.092.034 (2010 – TRL1.759.960) and interest expense accrual amounting to TRL7.443 (2010 – TRL4.536). As of December 31, 2011 and 2010, total amount of borrowings and the effective interest rates are as follows:

	December 31, 2011			December 31, 2010		
Short-term	**Amount**	**Fixed rate**	**Floating rate**	Amount	Fixed rate	Floating rate
Borrowings						
TRL denominated borrowings	5.394	7,00% - 13,08%	-	397.003	7,20% -7,93%	7,19% - 7,61%
Foreign currency denominated borrowings (USD)	63.880	4,40% - 7,50%	Libor + 1,99% - 3,60%	13.343	2,80%	Libor + 1,40%
Foreign currency denominated borrowings (EURO)	416	3,47% - 3,95%	-	-	-	-
Foreign currency denominated borrowings (Other)	67.825	6,75% - 8,50%	Mosprime + 1,00% - Kibor + 0,50%	54.293	5,50%	Mosprime +1,00% - Kibor +1,25%
	137.515			464.639		
Short-term portion of long term borrowings						
TRL denominated borrowings	123	5,00% - 10,00%	-	2.720	11,30%	-
Foreign currency denominated borrowings (USD)	520.181	2,90% - 6,10%	Libor + 1,00% - 2,50%	467.861	4,90%	Libor + 0,95% - 2,80%
Foreign currency denominated borrowings (EURO)	100.813	3,95%	Euribor + 1,80% - 2,00%	45.115	-	Euribor + 1,00% - 2,00%
Foreign currency denominated borrowings (Other)	36.124	8,11%	Mosprime + 1,00%	15.215	8,11%	-
	657.241			530.911		
Leasing obligations	**888**	3,45% - 8,00%	-	563	3,45%- 7,20%	-
	795.644			996.113		
Long-term						
Borrowings						
TRL denominated borrowings	1.170	5,00% - 10,00%	-	-	-	-
Foreign currency denominated borrowings (USD)	1.238.794	4,90% - 6,10%	Libor + 1,00% - 2,50%	661.322	4, 90%	Libor + 1,00% - 2,80%
Foreign currency denominated borrowings (EURO)	52.535	-	Euribor + 1,80%	82.630	-	Euribor + 2,00%
Foreign currency denominated borrowings (Other)	9.219	8,11%	-	22.808	8,11%	-
	1.301.718			766.760		
Leasing obligations	**2.115**	3,45% - 8,00%	-	1.623	3,45%- 7,20%	-
	1.303.833			768.383		
	2.099.477			1.764.496		

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 8. BORROWINGS (continued)

Repayments of long-term borrowings are scheduled as follows (excluding finance lease obligation):

	2011	2010
2012	**-**	386.027
2013	**326.832**	321.233
2014	**944.326**	41.872
2015 and thereafter	**30.560**	17.628
	1.301.718	766.760

As of December 31, 2011, TRL10.706 (December 31, 2010 – TRL1.560) of the total borrowings that are secured by the Group related with CCİ, its subsidiaries and joint ventures consist of certain property, plant and equipment amounting to TRL26.344 (December 31, 2010 – TRL22.350).

Lessee - Finance Lease

Properties leased by the Group include buildings, machinery and equipment, motor vehicles and furniture and fixtures. The most significant obligations assumed under the lease terms, other than rental payments, are the upkeep of the facilities, insurance and property taxes. Lease terms generally range from 3 to 25 years with options to renew at varying terms.

As of December 31, 2011 and 2010, the costs of the property plant and equipment obtained by finance lease are TRL63.653 and TRL65.544, respectively whereas net book values are TRL5.604 and TRL7.387, respectively.

Lessee - Operating Lease

One of the production facilities of Efes Moscow and the production facility of Mutena Maltery are situated on a site leased from the Moscow City Government under a 49-year lease contract. Furthermore, the Group has operational leasing agreements with Çelik Motor Ticaret A.Ş., a related party of the Group.

NOTE 9. OTHER FINANCIAL LIABILITIES

None (December 31, 2010 – None).

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NOTE 10. TRADE RECEIVABLES AND PAYABLES

a) Short-Term Trade Receivables

	2011	2010
Trade receivables	**580.143**	518.819
Notes and cheques receivables	**13.137**	14.498
Provision for doubtful accounts (-)	**(14.852)**	(15.066)
	578.428	518.251

The movement of provision for doubtful accounts as of December 31, 2011 and 2010 is as follows:

	2011	2010
Balance at January 1	**15.066**	13.867
Current year provision	**4.153**	4.620
Unused provisions	**(3.659)**	(3.556)
Write-offs from doubtful receivables	**(1.527)**	(127)
Disposals through liquidation	**(297)**	-
Currency translation differences	**1.116**	262
Balance at December 31	**14.852**	15.066

b) Short-Term Trade Payables

	2011	2010
Trade payables	**307.569**	253.332

NOTE 11. OTHER RECEIVABLES AND PAYABLES

a) Other Current Receivables

	2011	2010
Due from personnel	**4.006**	3.492
Other receivables	**12.871**	4.427
	16.877	7.919

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 11. OTHER RECEIVABLES AND PAYABLES (continued)

b) Other Non-Current Receivables

	2011	2010
Deposits and guarantees given	**1.252**	508
Other	**358**	817
	1.610	1.325

c) Other Current Payables

	2011	2010
Taxes other than on income	**307.762**	255.135
Deposits and guarantees taken	**29.967**	24.055
Payables for goods in transit	**1.599**	7.504
Other	**3.440**	4.152
	342.768	290.846

d) Other Non-Current Payables

	2011	2010
Deposits and guarantees taken	**165.742**	144.366

NOTE 12. RECEIVABLES AND PAYABLES RELATED TO FINANCE SECTOR

None (December 31, 2010 - None).

NOTE 13. INVENTORIES

	2011	2010
Finished and trade goods	**105.425**	95.975
Work-in-process	**67.819**	50.426
Raw materials	**239.088**	187.762
Packaging materials	**35.265**	36.339
Supplies	**69.708**	58.515
Bottles and cases	**29.042**	30.264
Other	**21.905**	21.056
Reserve for obsolescence (-)	**(6.773)**	(12.473)
	561.479	467.864

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 13. INVENTORIES (continued)

The movement of reserve for obsolescence as of December 31, 2011 and 2010 is as below:

	2011	2010
Balance at January 1	**12.473**	11.357
Current year provision	**3.261**	4.205
Inventories written off	**(7.365)**	(3.264)
Disposals through liquidation	**(2.855)**	-
Currency translation differences	**1.259**	175
Balance at December 31	**6.773**	12.473

NOTE 14. BIOLOGICAL ASSETS

Planted fruit tree seedlings carried at cost in accordance with IAS 41 are amounting to TRL6.457 as of December 31, 2011. (31 December 2010, TRL1.512)

NOTE 15. RECEIVABLES AND DEFERRED INCOME FROM CONTINUING CONSTRUCTION CONTRACTS

None (December 31, 2010 - None).

NOTE 16. INVESTMENTS IN ASSOCIATES

	2011		2010	
	Ownership (%)	**Carrying value**	Ownership (%)	Carrying value
CEB	**28,00%**	**18.447**	28,00%	21.441
Total		**18.447**		21.441

As of December 31, 2011 and 2010, total assets, liabilities and net loss for the year of CEB are shown as below:

	2011	2010
Total Assets	**60.122**	**49.586**
Total Liabilities	**41.675**	**28.145**
Net Assets	**18.447**	**21.441**
Net Loss for the Year	**(6.785)**	**(17.910)**

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 16. INVESTMENTS IN ASSOCIATES (continued)

The movement of investment in associates as of December 31, 2011 and 2010 is as below:

	2011	2010
Balance at January 1	**21.441**	45.356
Loss from associates	**(6.785)**	(17.910)
Foreign currency translation	**3.791**	(6.005)
Balance at December 31	**18.447**	21.441

NOTE 17. INVESTMENT PROPERTY

None (December 31, 2010 - None).

NOTE 18. PROPERTY, PLANT AND EQUIPMENT

For the year ended December 31, 2011, the movements of property, plant and equipment are as follows:

Cost	2010	Additions	Disposals	Addition Through Business Combination	Foreign Currency Translation	Transfers (*)	2011
Land and land improvements	167.407	1.465	(201)	10.124	13.492	3.220	195.507
Buildings	853.491	22.450	(11.600)	-	89.203	22.081	975.625
Machinery and equipment	2.438.350	91.488	(31.661)	9.185	227.281	171.706	2.906.349
Vehicles	75.299	9.342	(6.313)	430	11.007	6.341	96.106
Furniture and fixtures	970.740	191.124	(40.392)	3.440	52.764	14.918	1.192.594
Leasehold improvements	3.866	75	-	-	266	1.158	5.365
Construction in progress	60.788	230.717	(2)	438	9.010	(220.503)	80.448
	4.569.941	546.661	(90.169)	23.617	403.023	(1.079)	5.451.994

Accumulated Depreciation (-)	2010	Additions	Disposals	Addition Through Business Combination	Foreign Currency Translation	Impairment/ (Impairment reversal), net	2011
Land and land improvements	34.451	3.361	(115)	-	2.044	-	39.741
Buildings	269.153	27.587	(7.222)	-	18.052	-	307.570
Machinery and equipment	1.525.176	174.407	(27.178)	-	105.873	727	1.779.005
Vehicles	45.068	9.413	(4.150)	-	5.987	-	56.318
Furniture and fixtures	649.638	114.783	(36.373)	-	26.554	647	755.249
Leasehold improvements	2.661	1.045	-	-	146	-	3.852
	2.526.147	330.596	(75.038)	-	158.656	1.374	2.941.735
Net book value	2.043.794						2.510.259

(*) There are transfers to intangible assets in 2011 amounting to TRL1.079.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 18. PROPERTY, PLANT AND EQUIPMENT (continued)

For the year ended December 31, 2010, the movements of property, plant and equipment are as follows:

Cost	2009	Additions	Disposals	Addition Through Business Combination	Foreign Currency Translation	Transfers (*)	2010
Land and land improvements	137.998	20.625	(121)	3.540	1.742	3.623	167.407
Buildings	820.883	3.123	(1.403)	6.673	10.347	13.868	853.491
Machinery and equipment	2.266.184	29.965	(19.413)	10.146	25.760	125.708	2.438.350
Vehicles	73.395	5.118	(5.409)	6	1.171	1.018	75.299
Furniture and fixtures	884.642	116.454	(45.540)	19	5.196	9.969	970.740
Leasehold improvements	3.245	638	(47)	-	30	-	3.866
Construction in progress	63.344	151.496	(232)	-	942	(154.762)	60.788
	4.249.691	327.419	(72.165)	20.384	45.188	(576)	4.569.941

Accumulated Depreciation (-)	2009	Additions	Disposals	Addition Through Business Combination	Foreign Currency Translation	Impairment/ (Impairment reversal)	2010
Land and land improvements	31.257	2.975	-	-	219	-	34.451
Buildings	243.348	23.883	(278)	-	2.200	-	269.153
Machinery and equipment	1.366.467	159.821	(14.783)	-	12.154	1.517	1.525.176
Vehicles	40.863	8.234	(4.728)	-	699	-	45.068
Furniture and fixtures	583.647	100.826	(38.512)	-	3.115	562	649.638
Leasehold improvements	2.498	189	(47)	-	21	-	2.661
	2.268.080	295.928	(58.348)	-	18.408	2.079	2.526.147
Net book value	1.981.611						2.043.794

(*) There are transfers to intangible assets in 2010 amounting to TRL576.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 19. INTANGIBLE ASSETS

For the year ended December 31, 2011, movements of intangible assets are as follows:

Cost	**2010**	**Additions**	**Disposals**	**Addition Through Business Combination**	**Currency translation differences**	**Transfers**	**2011**
Bottling and distribution agreements	**180.025**	**-**	**-**	**8.798**	**41.439**	**-**	**230.262**
Brands	**160.440**	**-**	**-**	**-**	**30.733**	**-**	**191.173**
Rights	**27.426**	**818**	**-**	**-**	**106**	**1.079**	**29.429**
Other	**21.239**	**5.920**	**-**	**34**	**3.284**	**-**	**30.477**
	389.130	**6.738**	**-**	**8.832**	**75.562**	**1.079**	**481.341**

Accumulated amortization (-)	**2010**	**Additions**	**Disposals**	**Addition Through Business Combination**	**Currency translation differences**	**Impairment**	**2011**
Bottling and distribution agreements	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Brands	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Rights	**13.046**	**2.473**	**-**	**-**	**9**	**-**	**15.528**
Other	**14.195**	**2.538**	**-**	**-**	**2.035**	**-**	**18.768**
	27.241	**5.011**	**-**	**-**	**2.044**	**-**	**34.296**
Net book value	**361.889**						**447.045**

For the year ended December 31, 2010, movements of intangible assets are as follows:

Cost	2009	Additions	Disposals	Currency translation differences	Transfers	2010
Bottling and distribution agreements	175.359	-	-	4.666	-	180.025
Brands	159.141	-	-	1.299	-	160.440
Rights	26.219	614	-	17	576	27.426
Other	18.306	2.681	(135)	387	-	21.239
	379.025	3.295	(135)	6.369	576	389.130

Accumulated amortization (-)	2009	Additions	Disposals	Currency translation differences	Impairment	2010
Bottling and distribution agreements	-	-	-	-	-	-
Brands	-	-	-	-	-	-
Rights	10.747	2.294	-	5	-	13.046
Other	11.262	2.809	(126)	250	-	14.195
	22.009	5.103	(126)	255	-	27.241
Net book value	357.016					361.889

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 20. GOODWILL

Movement of the goodwill during the period is as follows:

	2011	2010
At January 1	**871.079**	855.570
Additions (Note 3)	**7.384**	-
Put option fair value change (Note 23)	**(58.759)**	6.147
Currency translation differences	**92.941**	9.362
At December 31	**912.645**	871.079

As of December 31, 2011 and 2010, operating segment distributions of goodwill are presented below:

	Turkey Beer	**International Beer**	**Soft Drinks**	**Other**	**Total**
2011	**50.099**	**563.041**	**287.327**	**12.178**	**912.645**
2010	50.099	538.043	270.759	12.178	871.079

NOTE 21. GOVERNMENT INCENTIVES AND GRANTS

As of December 31, 2011, the Group used an incentive for its investment amounting to TRL24.505 on Bursa mineral water and Elazığ, Köyceğiz and Mersin production lines by generating a total tax advantage of TRL4.962 (December 31, 2010 – TRL665). The tax advantage amounting to TRL57 was recognized during 2011 (December 31, 2010 – TRL26).

NOTE 22. PROVISIONS, CONTINGENT ASSETS AND LIABILITIES

As of December 31, 2011 and 2010, the movement of provisions is as follows:

	2011	2010
Vacation pay liability	**22.134**	17.702
Management bonus accruals	**5.294**	5.974
Other	**612**	-
	28.040	23.676

As of December 31, 2011 and 2010, movement of vacation pay liability is as follows:

	2011	2010
Balance at January 1	**17.702**	15.141
Payments	**(480)**	(765)
Current year provision	**3.258**	3.124
Currency translation differences	**1.654**	202
	22.134	17.702

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 22. PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (continued)

As of December 31, 2011 and 2010 movement of management bonus accruals is as follows:

	2011	2010
Balance at January 1	**5.974**	4.681
Payments	**(28.776)**	(23.031)
Current year provision	**27.706**	24.258
Currency translation differences	**390**	66
	5.294	5.974

NOTE 23. COMMITMENTS AND CONTINGENCIES

Parent Company (Anadolu Efes) and Subsidiaries Included in Full Consolidation

As of December 31, 2011 and 2010 guarantees, pledges and mortgages (GPMs) given in favor of the parent company and subsidiaries included in full consolidation are as follows:

	2011					
	Total TRL Equivalent	**Original Currency TRL**	**Original Currency Thousand USD**	**Original Currency Thousand EUR**	**Original Currency Thousand KZT**	**Original Currency Thousand RUR**
A. GPMs given on behalf of the Company's legal personality	**57.831**	**11.712**	**18.424**	**3.482**	**16.564**	**49.879**
B. GPMs given in favor of subsidiaries included in full consolidation [1]	**819.437**	**-**	**364.428**	**40.000**	**2.177.325**	**160.000**
C. GPMs given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	**-**	-	-	-	-	-
D. Other GPMs	**-**	-	-	-	-	-
i. GPMs given in favor of parent company	**-**	-	-	-	-	-
ii. GPMs given in favor of group companies not in the scope of B and C above	**-**	**-**	**-**	**-**	**-**	**-**
iii. GPMs given in favor of third party companies not in the scope of C above	**-**	-	-	-	-	-
Total	**877.268**	**11.712**	**382.852**	**43.482**	**2.193.889**	**209.879**
Ratio of other GPMs over the Company's equity (%)	**-**	**-**	**-**	**-**	**-**	**-**

[1] Comprises the GPMs given in favor of subsidiaries included in full consolidation for their borrowings.

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NOTE 23. COMMITMENTS AND CONTINGENCIES (continued)

Parent Company (Anadolu Efes) and Subsidiaries Included in Full Consolidation (continued)

	2010					
	Total TRL Equivalent	Original Currency TRL	Original Currency Thousand USD	Original Currency Thousand EUR	Original Currency Thousand KZT	Original Currency Thousand RUR
A. GPMs given on behalf of the Company's legal personality	60.423	13.035	895	8.381	314.003	493.954
B. GPMs given in favor of subsidiaries included in full consolidation [1]	673.948	-	358.629	40.000	3.625.311	-
C. GPMs given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	-	-	-	-	-	-
D. Other GPMs	-	-	-	-	-	-
i. GPMs given in favor of parent company	-	-	-	-	-	-
ii. GPMs given in favor of group companies not in the scope of B and C above	-	-	-	-	-	-
iii. GPMs given in favor of third party companies not in the scope of C above	-	-	-	-	-	-
Total	734.371	13.035	359.524	48.381	3.939.314	493.954
Ratio of other GPMs over the Company's equity (%)	-	-	-	-	-	-

[1] Comprises the GPMs given in favor of subsidiaries included in full consolidation for their borrowings.

EBI and Its Subsidiaries

Put Options

The put option granted to European Bank for Reconstruction and Development (EBRD) by EBI that may be exercisable between the 7th and the 10th anniversaries of the date of 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, EBRD will be entitled to sell its Efes Moscow shares to EBI at an option price determined by an independent valuation. The liability for the put option has been measured by applying a weighting of different valuation techniques based on best estimates currently available, and the fair value of liability for put option amounting to TRL87.859 has been presented in "other current liabilities" in the consolidated balance sheet (December 31, 2010 –TRL126.279). The negative valuation difference between current year fair value and prior year fair value amounting to TRL58.759 has been disclosed as "put option fair value change" in goodwill in accordance with IFRS 3 (December 31, 2010 – positive valuation difference of TRL6.147).

NOTE 23. COMMITMENTS AND CONTINGENCIES (continued)

CCİ, Its Subsidiaries and Joint Ventures

a) Put Options

A put option has been granted to Day Investments Ltd. by CCİ that may be exercisable in 2012. By such option, Day Investments Ltd. will have right to sell its shares in Turkmenistan CC to CCİ at the price of USD2.360 thousand. Group's portion of the liability for the put option amounting to TRL2.240 has been presented in "other current liabilities" (December 31, 2010 – TRL1.834 in "other non-current liabilities").

b) Letters of Guarantee

As of December 31, 2011, CCİ's letters of guarantee given to various enterprises are amounting to TRL212.285 (December 31, 2010 – TRL63.901).

Operational Lease

As of December 31, 2011, Group's contingent liability for the following 3 years resulting from the non-cancellable operational lease agreements is amounting to TRL24.155 (December 31, 2010 – TRL14.681).

Tax and Legal Matters

Legislation and regulations regarding taxation and foreign currency transactions in most of the territories in which the Group operates out of Turkey continue to evolve as a result of the transformation from command to market-oriented economy managed by the government. The various legislation and regulations are not always clearly written and the interpretation related with the implementation of these regulations 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 (as examples, customs and currency control) 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 so than typically found in countries with more developed tax systems.

The decision by Fourth Chamber of the Council of State dated September 22, 2008; which had cancelled the Ministry of Finance's communique dated 22 April 2008 and stating that the Article 4 of Law number 4207 on "The Prevention and Control of Harmful Effects of Tobacco and Tobacco Products" is also applicable to alcoholic products; has been annulled by Tax Law Divisions of the Council of State. The annulment decision on the stated lawsuit is in the process of petition for a writ of error.

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 24. EMPLOYEE BENEFITS

	2011	2010
Employment termination benefits	**43.522**	39.010
Long-term incentive plans	**10.511**	12.327
	54.033	51.337

In accordance with existing social legislation, the Group's companies incorporated in Turkey are required to make lump-sum payments to employees whose employment is terminated due to retirement or for reasons other than resignation or misconduct. Such payments are calculated on the basis of 30 days' pay. The retirement pay liability as at December 31, 2011 is subject to a ceiling of full TRL2.732 (December 31, 2010 – full TRL2.517) (Retirement pay liability ceiling has been increased to full TRL2.805 as of January 1, 2012). In the consolidated financial statements as of December 31, 2011 and 2010, the Group reflected a liability calculated using the projected unit credit method and based upon factors derived using their experience of personnel terminating their services and being eligible to receive retirement pay and discounted by using the current market yield at the balance sheet date on government bonds. Accordingly, net discount rates determined by considering expected payment dates are in a range between 4,1% and 4,7% (December 31, 2010 – 4,7%)

Movement of provision for employment termination benefits represented in the consolidated financial statements is as follows:

	2011	2010
Balance at January 1	**39.010**	30.103
Payments	**(5.841)**	(3.580)
Interest cost	**3.776**	3.006
Current year provision	**6.577**	9.481
	43.522	39.010

Movement of provision for long-term incentive plan represented in the consolidated financial statements is as follows:

	2011	2010
Balance at January 1	**12.327**	10.045
Payments	**(9.077)**	(4.959)
Interest cost	**780**	693
Current year provision	**6.481**	6.548
	10.511	12.327

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 25. PENSION PLANS

None (December 31, 2010 - None).

NOTE 26. OTHER ASSETS AND LIABILITIES

a) Other Current Assets

	2011	2010
Value Added Tax (VAT) deductible or transferred	**87.373**	58.100
Prepayments	**79.482**	35.661
Advances given to suppliers	**54.990**	34.267
Prepaid taxes	**22.453**	23.251
Other	**1.839**	753
	246.137	152.032

b) Other Non-Current Assets

	2011	2010
Prepayments	**71.234**	48.341
Advances given	**13.508**	14.274
Deferred VAT and other taxes	**8.549**	6.690
Other	**98**	173
	93.389	69.478

c) Other Current Liabilities

	2011	2010
Liability for put option (Note 23)	**90.099**	126.279
Expense accruals	**20.108**	24.418
Advances taken	**18.770**	12.185
Due to personnel	**6.458**	5.169
Other	**545**	1.239
	135.980	169.290

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NOTE 26. OTHER ASSETS AND LIABILITIES (continued)

d) Other Non-Current Liabilities

	2011	2010
Deferred VAT and other taxes	**8.505**	6.654
Liability for put option (Note 23)	**-**	1.834
Other	**836**	1.214
	9.341	9.702

NOTE 27. EQUITY

a) Issued Capital and Adjustments to Share Capital and Equity Investments

	2011	2010
Common shares 1 full TRL per value		
Authorized capital	**900.000**	900.000
Issued capital	**450.000**	450.000

As of December 31, 2011 and 2010, the composition of shareholders and their respective percentage of ownership can be summarized as follows:

	2011		2010	
	Amount	**%**	Amount	%
Yazıcılar Holding A.Ş.	**139.787**	**31,06**	139.251	30,94
Özilhan Sınai Yatırım A.Ş.	**79.813**	**17,74**	78.937	17,54
Anadolu Endüstri Holding A.Ş. (AEH)	**35.292**	**7,84**	35.292	7,84
Publicly traded and other	**195.108**	**43,36**	196.520	43,68
Issued capital	**450.000**	**100,00**	450.000	100,00
Inflation correction adjustment	**63.583**		63.583	
	513.583		513.583	

As of December 31, 2011 and 2010, there is not a privileged share representing the capital. According to the articles of association, foundation shares that do not represent the share capital receives 2% of the profit that remains after 10% of the paid in capital is deducted from the distributable profit. 5% of the remaining profit after deducting the portion of the foundation shares is distributed to the members of the Board of Directors equally.

NOTE 27. EQUITY (continued)

b) Restricted Reserves Allocated from Net Profit, Revaluation Fund and Accumulated Profits

The legal reserves consist of first and second legal reserves in accordance with the Turkish Commercial Code. The first legal reserve is appropriated out of the statutory net income (inflation-restated income in accordance with CMB) at the rate of 5%, until the total reserve reaches a maximum of 20% of the Company's issued capital (inflation-restated issued capital in accordance with the communiqués and announcements of CMB). The second legal reserve is appropriated at the rate of 10% of all distributions in excess of 5% of the Company's issued capital (inflation-restated capital in accordance with CMB). The legal reserves are not available for distribution unless they exceed 50% of the issued capital, other than that legal reserves cannot be used.

Quoted companies are subject to dividend requirements regulated by the CMB as follows: Based on the CMB Decree 1/6, dated January 9, 2009, companies that take their consolidated financial statements as basis for their distributable profit, shall consider the profits of their subsidiaries, joint ventures and associates to the extent that such profits do not exceed the amount recorded in the statutory financial statements of these companies and without considering whether a profit distribution resolution is taken at their annual general meetings. Such profits as reported in the financial statement as per Communiqué.

In accordance with the CMB decision dated January 27, 2010, it's decided to remove the obligation related with the minimum dividend distribution rate for publicly traded companies.

Inflation adjustment to shareholders' equity and carrying amount of extraordinary reserves can only be netted-off against prior years' losses and used as an internal source for capital increase. However, when inflation adjustment to shareholders' equity is used for cash dividend distribution, it is subject to income tax.

Net income for the year and other statutory resources treated for dividend distribution are TRL1.140.226 as of December 31, 2011. (December 31, 2010 – TRL1.161.584)

Anadolu Efes distributed dividend in 2011, related with the year ended as of December 31, 2010, for a gross amount of full TRL0,48 per share, amounting to a total of TRL246.532 including the payments to founders and members of board of directors (2010 – gross amount full TRL0,32 per share, total amount TRL168.979 including the payments to founders and member of board of directors).

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 27. EQUITY (continued)

b) Restricted Reserves Allocated from Net Profit, Revaluation Fund and Accumulated Profits (continued)

For December 31, 2011 and 2010, nominal amounts, equity restatement differences and restated value of equity are as follows:

December 31, 2011	**Nominal Amount**	**Equity Restatement Differences**	**Restated Amount**
Issued capital	**450.000**	**63.583**	**513.583**
Legal reserves	**176.995**	**74.697**	**251.692**
Extraordinary reserves	**464.805**	**26.091**	**490.896**
	1.091.800	**164.371**	**1.256.171**
Fair value reserve			**7.822**
Currency translation differences			**289.853**
Other reserves			**(5.736)**
Accumulated profits (Including net income)			**1.595.811**
Equity attributable to equity holders of the parent			**3.143.921**

December 31, 2010	Nominal Amount	Equity Restatement Differences	Restated Amount
Issued capital	450.000	63.583	513.583
Legal reserves	138.442	74.697	213.139
Extraordinary reserves	444.119	26.091	470.210
	1.032.561	164.371	1.196.932
Fair value reserve			19.569
Currency translation differences			(4.085)
Other reserves			(5.736)
Accumulated profits (Including net income)			1.560.407
Equity attributable to equity holders of the parent			2.767.087

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 28. SALES AND COST OF SALES

Revenues	**2011**	2010
Domestic revenues	**2.625.332**	2.361.655
Foreign revenues	**2.135.934**	1.807.138
Total Sales, net	**4.761.266**	4.168.793
Cost of Sales (-)		
Net change in inventory	**1.939.872**	1.581.174
Depreciation and amortisation expense on PP&E and intangible assets	**166.465**	157.794
Personnel expenses	**127.043**	108.967
Utility expenses	**102.847**	89.797
Provision for retirement pay liability	**2.107**	3.954
Other expenses	**141.216**	109.662
Total cost of sales	**2.479.550**	2.051.348
Gross Operating Profit	**2.281.716**	2.117.445

As of January 1- December 31, 2011 and 2010, the amount of excise tax accrued over beer sales by the Group in Turkey are TRL1.847.001 and TRL1.470.821, respectively.

NOTE 29. OPERATING EXPENSES

a) Selling, Distribution and Marketing Expenses

	2011	2010
Advertising, selling and marketing expenses	**539.413**	449.321
Personnel expenses	**238.758**	194.726
Transportation and distribution expenses	**227.137**	181.399
Depreciation and amortization expense on PP&E and intangible assets	**147.651**	126.365
Utilities and communication expenses	**24.377**	19.498
Rent expenses	**10.089**	10.490
Repair and maintenance expenses	**8.137**	8.292
Provision for retirement pay liability	**2.868**	2.651
Other expenses	**64.347**	67.746
	1.262.777	1.060.488

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 29. OPERATING EXPENSES (continued)

b) General and Administration Expenses

	2011	2010
Personnel expenses	**193.637**	168.112
Services rendered from outside	**86.206**	70.158
Taxation (other than on income) expenses	**23.454**	19.209
Depreciation and amortization expense on PP&E and intangible assets	**20.032**	16.793
Utilities and communication expenses	**12.544**	10.720
Meeting and travel expenses	**6.521**	4.384
Insurance expenses	**5.707**	6.414
Provision for retirement pay liability	**5.378**	5.882
Repair and maintenance expenses	**4.627**	3.694
Other expenses	**56.732**	48.585
	414.838	353.951

NOTE 30. EXPENSES BY NATURE

a) Depreciation and Amortization Expenses

	2011	2010
Cost of sales	**(166.465)**	(157.794)
Marketing, selling and distribution expenses	**(147.651)**	(126.365)
General and administration expenses	**(20.032)**	(16.793)
Other operating expenses	**(1.459)**	(79)
	(335.607)	(301.031)

b) Personnel Expenses

	2011	2010
Cost of sales	**(127.043)**	(108.967)
Marketing, selling and distribution expenses	**(238.758)**	(194.726)
General and administration expenses	**(193.637)**	(168.112)
	(559.438)	(471.805)

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NOTE 31. OTHER OPERATING INCOME/EXPENSE

a) Other Operating Income

	2011	2010
Gain on sale of fixed assets	**9.335**	1.999
Income from scrap and other materials	**4.302**	5.398
Rent income	**3.117**	2.444
Fair value difference related to change in scope of consolidation (Note 3)	**2.957**	-
Insurance compensation income	**2.230**	1.106
Impairment reversal of fixed assets (Note 18)	**1.446**	-
Other income	**19.687**	14.075
	43.074	25.022

b) Other Operating Expenses

	2011	2010
Donations	**(19.443)**	(23.201)
Competition Board Penalty	**(6.064)**	-
Loss from fixed assets sales	**(5.695)**	(1.615)
Impairment loss on fixed assets (Note 18)	**(2.820)**	(2.079)
Other expenses	**(8.033)**	(7.509)
	(42.055)	(34.404)

NOTE 32. FINANCIAL INCOME

	2011	2010
Foreign exchange gain	**180.795**	171.740
Interest income	**59.286**	71.669
Gain from derivative financial instruments	**605**	893
	240.686	244.302

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NOTE 33. FINANCIAL EXPENSES

	2011	2010
Foreign exchange loss	**(302.842)**	(168.047)
Interest expense	**(64.934)**	(77.534)
Loss from derivative financial instruments	**(676)**	(1.117)
Syndication loan expense	**(886)**	(10.073)
Other financial expenses	**(4.702)**	(4.693)
	(374.040)	(261.464)

NOTE 34. NON-CURRENT ASSETS AVAILABLE FOR SALE AND DISCONTINUING OPERATIONS

None (December 31, 2010 - None).

NOTE 35. INCOME TAXES, DEFERRED TAX ASSETS AND LIABILITIES

The corporation tax rate for the fiscal year is 20% in Turkey (2010 - 20%). Corporate tax returns are required to be filed until the twenty fifth of the fourth month following the fiscal year end and paid in full until the end of the same month. The tax legislation provides for a provisional tax of 20% (2010 – 20%) to be calculated and paid based on earnings generated for each quarter. The amounts thus calculated and paid are offset against the final corporate tax liability for the fiscal year.

According to the Turkish Tax Law, corporate tax losses can be carried forward for a maximum period of five years following the year in which the losses were incurred. The tax authorities can inspect tax returns and the related accounting records for a retrospective maximum period of five years. In Turkey, the tax legislation does not permit to file a consolidated tax return. Therefore, provision for taxes, as reflected in the consolidated financial statements, has been calculated on a separate-entity basis.

The main components of tax income and expenses as of December 31, 2011 and 2010 are as follows:

	2011	2010
Current period tax expense	**(117.476)**	(127.846)
Deferred tax income/(expense), net	**11.967**	(12.265)
	(105.509)	(140.111)

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As at December 31, 2011 (Continued)

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NOTE 35. INCOME TAXES, DEFERRED TAX ASSETS AND LIABILITIES (continued)

As of December 31, 2011 and 2010, the reconciliation of theoretical income tax calculated with the tax rates used in the countries that Anadolu Efes operates in and total income tax is as follows:

	2011	2010
Consolidated profit before tax	**464.981**	658.552
Enacted tax rate	**20%**	20%
Tax calculated at the parent company tax rate	**(92.996)**	(131.710)
Impact of tax paid via tax base increase regarding law no 6111	**(8.504)**	-
Non-deductible expenses	**(2.444)**	(5.978)
Income excluded from tax bases	**7.218**	1.521
Impact of different tax rates	**1.481**	1.575
Other	**(10.264)**	(5.519)
	(105.509)	(140.111)

As of December 31, 2011 and 2010 consolidated deferred tax assets calculated by using effective tax rates are summarized as below:

	Asset		**Liability**		**Net**	
	2011	2010	**2011**	2010	**2011**	2010
PPE and intangible assets	**-**	-	**(133.991)**	(95.130)	**(133.991)**	(95.130)
Inventories	**5.329**	2.198	**-**	-	**5.329**	2.198
Carry forward losses	**100.710**	52.684	**-**	-	**100.710**	52.684
Retirement pay liability and other employee benefits	**14.965**	13.736	**-**	-	**14.965**	13.736
Other (*)	**23.122**	23.677	**-**	-	**23.122**	23.677
	144.126	92.295	**(133.991)**	(95.130)	**10.135**	(2.835)

(*) Includes the income tax paid regarding the disputed tax receivable from tax authorities which was not recognized as income.

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 35. INCOME TAXES, DEFERRED TAX ASSETS AND LIABILITIES (continued)

As of December 31, 2011 and 2010, the movement of deferred tax liability is as follows:

	2011	2010
Balance at January 1,	**(2.835)**	13.091
Recorded to the consolidated income statement	**11.967**	(12.265)
Recognized in other comprehensive income (Note 7)	**618**	(117)
Addition through company acquisition	**-**	(3.722)
Currency translation differences	**385**	178
Balance at December 31	**10.135**	(2.835)

As a result of the Group management's assessment that sufficient taxable income will be generated and such carried losses will be utilized in 9 years period, deferred tax asset amounting to TRL100.710 has been recognized.

NOTE 36. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net income for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Following table illustrates the net income and share figures used in earnings per share calculation:

	2011	2010
Net income	**341.175**	503.640
Weighted average number of shares	**450.000.000**	450.000.000
Earnings per share (full TRL)	**0,7582**	1,1192

There have been no other transactions involving ordinary shares or potential ordinary shares between the financial statement date and the date of approval of these consolidated financial statements.

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 37. RELATED PARTY BALANCES AND TRANSACTIONS

a) Balances with Related Parties

i) Bank and Available-For-Sale Securities Balances With Related Parties

	2011	2010
Alternatifbank [2] [4]	**338.679**	202.200
Alternatif Yatırım A.Ş. [4]	**1.207**	1.260
	339.886	203.460

As of 31 December 2011, maturities of time deposits on Alternatifbank are less than three months and the weighted average interest rates for TRL denominated time deposits is 12,04% (December 31, 2010 – 7,85%) and USD denominated time deposits is 5,46% (December 31, 2010 – 2,67%)

ii) Due from Related Parties

	2011	2010
Anadolu Restoran İşletmeleri Ltd. Şti. [4]	**14**	-
Other	**86**	337
	100	337

iii) Due to Related Parties

	2011	2010
AEH [1] [3]	**3.846**	2.822
Oyex Handels GmbH [4]	**2.133**	4.990
Anadolu Vakfı	**925**	-
Anadolu Bilişim Hizmetleri A.Ş. [2] [4]	**860**	612
Çelik Motor Ticaret A.Ş. [4]	**636**	11
Other	**774**	211
	9.174	8.646

(1) Related party of Yazıcılar Holding A.Ş., a shareholder
(2) Non-current financial investment of the Group
(3) The shareholder of the Group
(4) Related party of AEH, a shareholder

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NOTE 37. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

b) Transactions with Related Parties

i) Purchases of Goods and Other Charges

	Nature of transaction	2011	2010
Anadolu Efes Spor Kulübü	Service	**49.000**	42.000
Oyex Handels GmbH (4)	Purchase of materials and fixed asset	**27.427**	26.729
Anadolu Vakfı	Donations	**19.243**	23.128
AEH (1) (3)	Consultancy service	**17.971**	15.828
Çelik Motor Ticaret A.Ş. (4)	Vehicle leasing	**14.499**	11.123
Anadolu Bilişim Hizmetleri A.Ş. (2) (4)	Information service	**12.946**	12.642
Efes Turizm İşletmeleri A.Ş. (4)	Travel and accommodation	**6.515**	5.203
AEH Münih (4)	Purchase of materials and fixed asset	**3.573**	3.557
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş. (1)	Rent expense	**1.065**	1.142
Mutena Maltery (5)	Purchase of raw material	**-**	5.321
Other		**612**	2.906
		152.851	149.579

ii) Financial Income/(Expense), Net

	Nature of transaction	2011	2010
Alternatifbank (2) (4)	Interest income/(expense), net	**16.156**	7.384
Other		**(185)**	(103)
		15.971	7.281

iii) Other Income/(Expense), Net

	Nature of transaction	2011	2010
Anadolu Restoran İşletmeleri Ltd. Şti. (4)	Sale of by-product	**121**	210
Alternatifbank (2) (4)	Rent income	**97**	193
Anadolu Bilişim Hizmetleri A.Ş. (2) (4)	Rent income	**14**	237
Other		**119**	393
		351	1.033

(1) Related party of Yazıcılar Holding A.Ş., a shareholder
(2) Non-current financial investment of the Group
(3) The shareholder of the Group
(4) Related party of AEH, a shareholder
(5) Included in the consolidation by using the full consolidation method starting from August 2010.

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NOTE 37. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

iv) Director's remuneration

Dividends paid to Board of Directors of Anadolu Efes are amounting to TRL21.682 and TRL17.739 as of December 31, 2011 and 2010, respectively. Remuneration and similar benefits received by total executive members of the Board of Directors and executive directors in the current year are as follows:

	2011	2010
Short-term employee benefits	**12.759**	12.269
Post-employment benefits	**-**	449
Other long term benefits	**1.921**	733
Termination benefits	**-**	-
Share-based payments	**-**	-
	14.680	13.451

NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise bank borrowings, finance leases, cash and short-term deposits. The main purpose of these financial instruments is to raise funds for the Group's operations. Besides, The Group has various other financial instruments such as trade debtors and trade creditors, which arise directly from its operations.

The main risks arising from the Group's financial instruments can be identified as foreign currency risk, credit risk, interest rate risk, price risk and liquidity risk. The board/management reviews and agrees policies for managing each of these risks. The Group also monitors the market price risk arising from all financial instruments. Related policies can be summarized as follows:

a) Interest Rate Risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities. The Group manages interest rate risk by using natural hedges that arise from offsetting interest rate of assets and liabilities or derivative financial instruments.

Certain parts of the interest rates related to borrowings are based on market interest rates; therefore the Group is exposed to interest rate fluctuations on domestic and international markets. The Group's exposure to market risk for changes in interest rates relates primarily to the Group's debt obligations.

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

The Group's financial instruments sensitive to interest rate risk is as follows:

	2011	2010
Financial instruments with fixed interest rate		
Financial assets		
Financial assets at fair value through profit or loss	**869.699**	953.205
Financial liabilities	**137.391**	310.317
Financial instruments with floating interest rate		
Financial liabilities	**1.961.783**	1.452.699

At December 31, 2011, if interest rate on the Group's foreign currency denominated borrowings would have been 100 basis points higher/lower with all other variables held constant, then profit before tax and minority interest for the period ended March 31, 2012, which is the following reporting period, would be:

	2011	2010
Change in USD denominated borrowing interest rate	**4.318**	2.815
Change in EURO denominated borrowing interest rate	**376**	318
Change in Other denominated borrowing interest rate	**183**	104
Total	**4.877**	3.237

b) Foreign Currency Risk

Foreign currency risk arises from the EURO and USD denominated assets and liabilities of the Group. The Group has transactional currency exposures. Such exposures arise from sales or purchases or borrowings by the Group in currencies other than the Group's functional currency. The Group manages foreign currency risk by using natural hedges that arise from offsetting foreign currency denominated assets and liabilities.

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

b) Foreign Currency Risk (continued)

Net foreign currency exposure for the consolidated Group companies as of December 31, 2011 and 2010 are presented below:

Foreign Currency Position Table

	2011					
	Total TRL Equivalent (Functional Currency)	**Thousand USD**	**TRL Equivalent**	**Thousand Euro**	**TRL Equivalent**	**Other Foreign Currency TRL Equivalent**
1. Trade Receivables and Due from Related Parties	18.802	4.768	9.007	589	1.383	8.412
2a. Monetary Financial Assets (Cash and cash equivalents included)	283.009	127.522	240.877	13.953	32.779	9.353
2b. Non- monetary Financial Assets	-	-	-	-	-	-
3. Other Current Assets and Receivables	12.798	6	11	146	342	12.445
4. Current Assets	**314.609**	**132.296**	**249.895**	**14.688**	**34.504**	**30.210**
5. Trade Receivables and Due from Related Parties	-	-	-	-	-	-
6a. Monetary Financial Assets	-	-	-	-	-	-
6b. Non-monetary Financial Assets	-	-	-	-	-	-
7. Other	1.818	226	426	369	867	525
8. Non-Current Assets	**1.818**	**226**	**426**	**369**	**867**	**525**
9. Total Assets	**316.427**	**132.522**	**250.321**	**15.057**	**35.371**	**30.735**
10.Trade Payables and Due to Related Parties	(76.392)	(4.744)	(8.961)	(23.588)	(55.412)	(12.019)
11.Short- term Borrowings and Current Portion of Long-term Borrowings	(399.256)	(158.675)	(299.722)	(42.369)	(99.534)	-
12a. Monetary Other Liabilities	(10.532)	(1.186)	(2.241)	(134)	(314)	(7.977)
12b. Non-monetary Other Liabilities	-	-	-	-	-	-
13. Current Liabilities	**(486.180)**	**(164.605)**	**(310.924)**	**(66.091)**	**(155.260)**	**(19.996)**
14. Trade Payables and Due to Related Parties	-	-	-	-	-	-
15. Long-Term Borrowings	(937.221)	(467.422)	(882.913)	(23.118)	(54.308)	-
16 a. Monetary Other Liabilities	-	-	-	-	-	-
16 b. Non-monetary Other Liabilities	-	-	-	-	-	-
17. Non-Current Liabilities	**(937.221)**	**(467.422)**	**(882.913)**	**(23.118)**	**(54.308)**	**-**
18. Total Liabilities	**(1.423.401)**	**(632.027)**	**(1.193.837)**	**(89.209)**	**(209.568)**	**(19.996)**
19. Off Balance Sheet Derivative Items' Net Asset/ (Liability) Position	**-**	**-**	**-**	**-**	**-**	**-**
19a. Total Hedged Assets	**-**	**-**	**-**	**-**	**-**	**-**
19b. Total Hedged Liabilities	**-**	**-**	**-**	**-**	**-**	**-**
20. Net Foreign Currency Asset/(Liability) Position	**(1.106.974)**	**(499.505)**	**(943.516)**	**(74.152)**	**(174.197)**	**10.739**
21. Monetary Items Net Foreign Currency Asset/ (Liability) Position	**(1.121.590)**	**(499.737)**	**(943.953)**	**(74.667)**	**(175.406)**	**(2.231)**
22. Total Fair Value of Financial Instruments Used to Manage the Foreign Currency Position	**-**	**-**	**-**	**-**	**-**	**-**
23.Total value of Hedged Foreign Currency Assets	**-**	**-**	**-**	**-**	**-**	**-**

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

b) Foreign Currency Risk (continued)

Foreign Currency Position Table

	2010					
	Total TRL Equivalent (Functional Currency)	Thousand USD	TRL Equivalent	Thousand Euro	TRL Equivalent	Other Foreign Currency TRL Equivalent
1. Trade Receivables and Due from Related Parties	12.219	4.453	6.885	489	1.002	4.332
2a. Monetary Financial Assets (Cash and cash equivalents included)	66.718	26.871	41.542	2.959	6.063	19.113
2b. Non- monetary Financial Assets	-	-	-	-	-	-
3. Other Current Assets and Receivables	6.915	50	77	1.488	3.049	3.789
4. Current Assets	**85.852**	**31.374**	**48.504**	**4.936**	**10.114**	**27.234**
5. Trade Receivables and Due from Related Parties	-	-	-	-	-	-
6a. Monetary Financial Assets	-	-	-	-	-	-
6b. Non-monetary Financial Assets	-	-	-	-	-	-
7. Other	-	-	-	-	-	-
8. Non-Current Assets	**-**	**-**	**-**	**-**	**-**	**-**
9. Total Assets	**85.852**	**31.374**	**48.504**	**4.936**	**10.114**	**27.234**
10.Trade Payables and Due to Related Parties	(75.043)	(3.750)	(5.798)	(32.280)	(66.145)	(3.100)
11 Short- term Borrowings and Current Portion of Long-term Borrowings	(505.118)	(297.179)	(459.439)	(22.292)	(45.679)	-
12a. Monetary Other Liabilities	(4.982)	(706)	(1.092)	(276)	(565)	(3.325)
12b. Non-monetary Other Liabilities	-	-	-	-	-	-
13. Current Liabilities	**(585.143)**	**(301.635)**	**(466.329)**	**(54.848)**	**(112.389)**	**(6.425)**
14. Trade Payables and Due to Related Parties	-	-	-	-	-	-
15. Long-Term Borrowings	(436.370)	(227.759)	(352.116)	(41.118)	(84.254)	-
16 a. Monetary Other Liabilities	(1.833)	(1.186)	(1.833)	-	-	-
16 b. Non-monetary Other Liabilities	-	-	-	-	-	-
17. Non-Current Liabilities	**(438.203)**	**(228.945)**	**(353.949)**	**(41.118)**	**(84.254)**	**-**
18. Total Liabilities	**(1.023.346)**	**(530.580)**	**(820.278)**	**(95.966)**	**(196.643)**	**(6.425)**
19. Off Balance Sheet Derivative Items' Net Asset/(Liability) Position	**-**	**-**	**-**	**-**	**-**	**-**
19a. Total Hedged Assets	**-**	**-**	**-**	**-**	**-**	**-**
19b. Total Hedged Liabilities	**-**	**-**	**-**	**-**	**-**	**-**
20. Net Foreign Currency Asset/(Liability) Position	**(937.494)**	**(499.206)**	**(771.774)**	**(91.030)**	**(186.529)**	**20.809**
21. Monetary Items Net Foreign Currency Asset/(Liability) Position	**(944.409)**	**(499.256)**	**(771.851)**	**(92.518)**	**(189.578)**	**17.020**
22. Total Fair Value of Financial Instruments Used to Manage the Foreign Currency Position	**-**	**-**	**-**	**-**	**-**	**-**
23.Total value of Hedged Foreign Currency Assets	**-**	**-**	**-**	**-**	**-**	**-**

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

b) Foreign Currency Risk (continued)

The information regarding the export and import figures realized as of December 31, 2011 and 2010 is as follows:

	2011	2010
Total Export	**139.269**	115.196
Total Import	**790.044**	519.773

The following table demonstrates the sensitivity analysis of foreign currency as of December 31, 2011 and 2010:

Foreign Currency Position Sensitivity Analysis				
	2011			
	Income/(Loss)		**Equity**	
	Increase of the foreign currency	**Decrease of the foreign currency**	**Increase of the foreign currency**	**Decrease of the foreign currency**
Increase/decrease in the USD by 10%:				
USD denominated net asset/(liability)	(94.352)	94.352	151.274	(151.274)
USD denominated hedging instruments(-)	-	-	-	-
Net effect in USD	**(94.352)**	**94.352**	**151.274**	**(151.274)**
Increase/decrease in the EURO by 10%:				
EURO denominated net asset/(liability)	(17.420)	17.420	2.292	(2.292)
EURO denominated hedging instruments(-)	-	-	-	-
Net effect in EURO	**(17.420)**	**17.420**	**2.292**	**(2.292)**
Increase/decrease in the other foreign currencies by 10%:				
Other foreign currency denominated net asset/(liability)	1.074	(1.074)	-	-
Other foreign currency hedging instruments(-)	-	-	-	-
Net effect in other foreign currency	**1.074**	**(1.074)**	**-**	**-**
TOTAL	**(110.698)**	**110.698**	**153.566**	**(153.566)**

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

b) Foreign Currency Risk (continued)

Foreign Currency Position Sensitivity Analysis				
	2010			
	Income/(Loss)		Equity	
	Increase of the foreign currency	Decrease of the foreign currency	Increase of the foreign currency	Decrease of the foreign currency
Increase/decrease in the USD by 10%:				
USD denominated net asset/(liability)	(77.177)	77.177	112.810	(112.810)
USD denominated hedging instruments(-)	-	-	-	-
Net effect in USD	(77.177)	77.177	112.810	(112.810)
Increase/decrease in the EURO by 10%:				
EURO denominated net asset/(liability)	(18.653)	18.653	2.190	(2.190)
EURO denominated hedging instruments(-)	-	-	-	-
Net effect in EURO	(18.653)	18.653	2.190	(2.190)
Increase/decrease in the other foreign currencies by 10%:				
Other foreign currency denominated net asset/(liability)	2.081	(2.081)	-	-
Other foreign currency hedging instruments(-)	-	-	-	-
Net effect in other foreign currency	2.081	(2.081)	-	-
TOTAL	(93.749)	93.749	115.000	(115.000)

Anadolu Efes Biracılık ve Malt Sanayii Anonim Şirketi

Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

c) Liquidity Risk

Liquidity risk is the risk that an entity will be unable to meet its net funding requirements. The risk is mitigated by matching the cash in and out flow volume supported by committed lending limits from qualified credit institutions.

The table below summarizes the maturity profile of the Group's financial liabilities on the consolidated balance sheet as of December 31, 2011 and 2010;

2011	**Carrying value**	**Contractual payment (=I+II+III+IV)**	**Less than 3month (I)**	**Between 3-12 month (II)**	**Between 1-5 year (III)**	**More than 5 year (IV)**
Financial Liabilities	2.099.477	2.174.993	195.704	619.986	1.359.048	255
Trade Payable and due to related parties	316.743	316.743	262.035	48.700	6.008	-
Liability for put option	90.099	90.099	-	90.099	-	-
	2.506.319	**2.581.835**	**457.739**	**758.785**	**1.365.056**	**255**

2010	Carrying value	Contractual payment (=I+II+III+IV)	Less than 3month (I)	Between 3-12 month (II)	Between 1-5 year (III)	More than 5 year (IV)
Financial Liabilities	1.764.496	1.822.992	454.346	556.589	812.057	-
Trade Payable and due to related parties	261.978	261.978	221.390	38.678	1.910	-
Liability for put option	128.113	128.113	-	126.279	1.834	-
	2.154.587	2.213.083	675.736	721.546	815.801	-

NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

d) Price Risk

This is a combination of currency, interest and market risks which the Group manages through natural hedges that arise from offsetting the same currency receivables and payables, interest bearing assets and liabilities. Market risk is closely monitored by the management using the available market information and appropriate valuation methods.

e) 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 Group attempts to control credit risk by limiting transactions with specific counterparties and continually assessing the creditworthiness of the counterparties.

Concentrations of credit risk arise when a number of counterparties are engaged in similar business activities or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location.

The Group seeks to manage its credit risk exposure through diversification of sales activities to avoid undue concentrations of risks with individuals or groups of customers in specific locations or businesses. The Group also obtains guarantees from the customers when appropriate.

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Notes to the Consolidated Financial Statements As at December 31, 2011 (Continued)

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NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

e) Credit Risk (continued)

Maximum exposure to credit risk and aging of financial assets past due but not impaired as of December 31, 2011 and 2010 are disclosed as below:

	Receivables						
	Trade Receivables		Other Receivables				
Current Year	**Due from related parties**	**Due from third parties**	**Due from related parties**	**Due from third parties**	**Deposits**	**Derivative Instruments**	**Other**
Maximum exposure to credit risk at the end of reporting period							
(A+B+C+D+E)	**100**	**578.428**	**-**	**18.487**	**937.558**	**-**	**222.948**
- Maximum credit risk secured by guarantees	-	372.786	-	-	-	-	-
A. Net carrying amount of financial assets that are neither past due nor impaired	100	520.833	-	18.487	937.558	-	-
B. Carrying amount of financial assets whose term has been renegotiated, otherwise past due or impaired	-	-	-	-	-	-	-
C. Net carrying amount of financial assets past due but not impaired	-	55.712	-	-	-	-	-
- Under guarantee	-	21.566	-	-	-	-	-
D. Net carrying amount of financial assets impaired	-	1.883	-	-	-	-	-
- past due (gross carrying value)	-	16.735	-	-	-	-	-
- impaired (-)	-	(14.852)	-	-	-	-	-
- Net carrying amount of financial assets under guarantee	-	1.883	-	-	-	-	-
- not past due (gross carrying value)	-	-	-	-	-	-	-
- impaired (-)	-	-	-	-	-	-	-
- Net carrying amount of financial assets under guarantee	-	-	-	-	-	-	-
E. Off- balance sheet items which include credit risk	-	-	-	-	-	-	222.948

Current Year	**Trade Receivables**	**Other Receivables**	**Deposits**	**Derivative Instruments**	**Other**
Past due between 1-30 days	**41.798**	-	-	-	-
Past due between 1-3 months	**8.808**	-	-	-	-
Past due between 3-12 months	**1.934**	-	-	-	-
Past due for more than 1 year	**3.172**	-	-	-	-

(Currency- Unless otherwise indicated thousands of Turkish Lira (TRL))

NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

e) Credit Risk (continued)

	Receivables						
	Trade Receivables		Other Receivables				
Prior Year	Due from related parties	Due from third parties	Due from related parties	Due from third parties	Deposits	Derivative Instruments	Other
Maximum exposure to credit risk at the end of reporting period (A+B+C+D+E)	337	518.251	-	9.244	992.299	-	73.361
- Maximum credit risk secured by guarantees	-	318.290	-	-	-	-	-
A. Net carrying amount of financial assets that are neither past due nor impaired	337	477.987	-	9.244	992.299	-	-
B. Carrying amount of financial assets whose term has been renegotiated, otherwise past due or impaired	-	-	-	-	-	-	-
C. Net carrying amount of financial assets past due but not impaired	-	38.733	-	-	-	-	-
- Under guarantee	-	6.208	-	-	-	-	-
D. Net carrying amount of financial assets impaired	-	1.531	-	-	-	-	-
- past due (gross carrying value)	-	16.597	-	-	-	-	-
- impaired (-)	-	(15.066)	-	-	-	-	-
- Net carrying amount of financial assets under guarantee	-	1.531	-	-	-	-	-
- not past due (gross carrying value)	-	-	-	-	-	-	-
- impaired (-)	-	-	-	-	-	-	-
- Net carrying amount of financial assets under guarantee	-	-	-	-	-	-	-
E. Off- balance sheet items which include credit risk	-	-	-	-	-	-	73.361

Prior Year	Trade Receivables	Other Receivables	Deposits	Derivative Instruments	Other
Past due between 1-30 dayS	23.853	-	-	-	-
Past due between 1-3 months	9.126	-	-	-	-
Past due between 3-12 months	3.308	-	-	-	-
Past due for more than 1 year	2.446	-	-	-	-

NOTE 38. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS (continued)

f) Capital Risk Management

The Group's policy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group periodically measures Net Debt to EBITDA ratio to maintain capital risk management. Net Debt is calculated by deducting cash and cash equivalents from total borrowings.

NOTE 39. FINANCIAL INSTRUMENTS

Fair Value

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable, willing parties in an arm's length transaction. The optimum fair value of a financial instrument is the quoted market value, if any.

The financial assets and liabilities which are denominated in foreign currencies are evaluated by the foreign exchange rates prevailing on the date of balance sheet which approximate to market rates. The following methods and assumptions were used to estimate the fair value of each class of financial instrument of the Group for which it is practicable to estimate a fair value:

i) Financial Assets

The fair values of certain financial assets carried at cost in the consolidated financial statements, including cash and cash equivalents plus the respective accrued interest and other financial assets are considered to approximate their respective carrying values due to their short-term nature and negligible credit losses. The carrying value of trade receivables along with the related allowance for unearned income and uncollectibility are estimated to be their fair values.

ii) Financial Liabilities

Trade payables and other monetary liabilities are considered to approximate their respective carrying values due to their short-term nature. The bank borrowings are stated at their amortized costs and transaction costs are included in the initial measurement of loans and bank borrowings. The fair value of bank borrowings are considered to state their respective carrying values since the interest rate applied to bank loans and borrowings are updated periodically by the lender to reflect active market price quotations. The carrying value of trade payables along with the related allowance for unrealized cost is estimated to be their fair values.

Fair value hierarchy table

The Group classifies the fair value measurement of each class of financial instruments according to the source, using the three-level hierarchy, as follows

Level 1: Market price valuation techniques for the determined financial instruments traded in markets

Level 2: Other valuation techniques including direct or indirect observable inputs

Level 3: Valuation techniques not containing observable market inputs

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NOTE 39. FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy table (continued)

Current Year	**Level 1**	**Level 2**	**Level 3**
Financial assets at fair value			
Share certificates	**24.394**	**-**	**-**
Investment funds	**1.207**	**-**	**-**
Financial liabilities at fair value			
Interest rate swap	**-**	**-**	
Options (Note 23)	**-**	**-**	**90.099**

Prior Year	Level 1	Level 2	Level 3
Financial assets at fair value			
Share certificates	36.702	-	-
Investment funds	1.260	-	-
Financial liabilities at fair value			
Interest rate swap	-	596	-
Options (Note 23)	-	-	128.113

Derivative Financial Instruments, Risk Management Objectives and Policies

Derivative financial instruments are initially measured at cost. After initial recognition, derivatives are measured at fair value. Structured forward buy-sell contracts and interest rate swap agreements are the main derivative financial instruments of the Group, which are effective to avoid the occurrence of foreign currency and interest rate risks from the operational and financial activities. Since the conditions for the hedge accounting in accordance with IAS 39 “Financial Instruments: Recognition and Measurement” are not met, hedge accounting is not applicable for these derivative financial instruments.

NOTE 40. SUBSEQUENT EVENTS

a) In January 2012, the Company, together with its 56,64% shareholders Yazıcılar Holding A.Ş., Özilhan Sınai Yatırım A.Ş and Anadolu Endüstri Holding A.Ş have signed “Definitive Transaction Agreement” with SABMiller Plc. (SABMiller). According to this agreement, Anadolu Efes will be executing the investments of SABMiller in Turkey, Russia, CIS countries, Central Asia and Middle East; and SABMiller have transferred all Russian and Ukrainian beer businesses to Anadolu Efes with a consideration of USD 1,9 billion in full.

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NOTE 40. SUBSEQUENT EVENTS (continued)

b) As of March 5, 2012, following the completion of approvals from all regulatory authorities, SABMiller's Russian and Ukrainian beer businesses have been transferred to EBI and Euro Asien. Within the scope of this transaction, EBI and Euro Asien's share capitals have been increased and Anadolu Efes' Board of Directors resolved to participate in the planned capital increase of EBI by full USD1.858.000.000, as USD358.800.000 in cash and USD1.500.000.000 via loan notes.

The initial accounting of this business combination is in progress as of the date of these consolidated financial statements.

c) On March 6, 2012, it has been resolved to increase the Company's issued capital to 592.105.263 full TRL, while the shareholders' right to purchase new shares will be restricted. The newly issued 142.105.263 bearer shares, which are above the nominal values, will be allocated on the name of SABMiller Anadolu Efes Limited (SABMiller AEL), a subsidiary of SABMiller Plc. Additional 142.105.263 shares have been registered by CMB on March 8, 2012.

d) Company's final shareholding structure after the sales of newly issued shares to SABMiller's subsidiary SABMiller Anadolu Efes Limited (SABMiller AEL) in return for increased capital on March 14, 2012 is as follows:

	After the capital increase		31 December 2011	
	Amount	**%**	Amount	%
Yazıcılar Holding A.Ş.	**139.787**	**23,61**	139.787	31,06
Özilhan Sınai Yatırım A.Ş.	**79.813**	**13,48**	79.813	17,74
Anadolu Endüstri Holding A.Ş. (AEH)	**35.292**	**5,96**	35.292	7,84
SABMiller AEL	**142.105**	**24,00**	-	-
Publicly traded and other	**195.108**	**32,95**	195.108	43,36
	592.105	**100,00**	450.000	100,00

e) In February, 2012, CCI has announced that a Share Purchase Agreement has been signed between Waha B.V. and the Iraq resident current shareholders of Al Waha for Soft Drinks, Mineral Water and Juices LLC (Al Waha), for the acquisition of 85% of the share capital of Al Waha by Waha B.V. On the other hand, 23.60% shares of Waha B.V., a 100% subsidiary of CCI which was established with initial share capital of Euro18.000 in the Netherlands for the purpose of making investments in Southern Iraq, was sold at the nominal value in consideration of a purchase price of Euro 4.248 to European Refreshments (ER), a 100% subsidiary of The Coca-Cola Company.

f) In March 2012, the Company utilized financial borrowing with maturity of 3 years and Libor + 3,5% interest rate amounting to USD150 million for investing and restructuring activities.

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