

Anadolu Efes

Code of Business Conduct and Ethics

INTRODUCTION

Integrity and honesty constitute the basis of the sustainable business success and outstanding reputation of Anadolu Efes.

Integrity means doing the right thing. By acting with integrity, we reflect positively on the values and reputation of Anadolu Efes and its brands in the countries where we operate.

We all must act with integrity and honesty in all matters, and be accountable for our actions.

Anadolu Efes complies with all applicable laws in the countries where it operates, designates Company policies and procedures to be followed on a given issue and ensures that its employees comply with the same.

The terms “Anadolu Efes” and “the Company” throughout this document refer collectively to Anadolu Efes Biracılık ve Malt Sanayii A.Ş. and its subsidiaries in beer business. This Code of Business Conduct and Ethics (the “Code”) is applicable for all Company operations including its subsidiaries and binding for all Anadolu Efes employees, including board members. Besides, all distributors, dealers, suppliers and other business partners are expected to comply with the Code.

All Anadolu Efes employees must have strong understanding of the Code and must comply with the principles set in the Code as well as with national laws and regulations. The Code and the Company policies (which are integral parts of the Code) try to capture many of the situations that employees encounter, but cannot address every circumstance. Therefore, employees should use their common sense. If they are uncertain, they should ask for guidance or seek help from their manager, Legal Department, Local Ethics Officer or Group Ethics Officer.

Managing directors are responsible for communicating the Code to all employees in local language, showing the necessary effort and leadership with respect to compliance with these principles. Furthermore, managing directors must take personal accountability for creating an environment where employees feel comfortable raising concerns without fear of retaliation. No retaliation can be made against Anadolu Efes employees because of the losses that Company may face as a result of rejecting unethical behaviors and complying with this Code.

All new employees must sign an acknowledgement form confirming that they have read the Code and agree to abide by its provisions. Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

Besides, the Company provides training opportunities for employees and relevant business partners when necessary, to enable better emphasis on expected behaviors.

PRINCIPLES

Human Rights, Discrimination and Harassment

Anadolu Efes respects internationally proclaimed human rights, related International Labour Organisation standards and United Nations Universal Declaration of Human Rights. Anadolu Efes is one of the first Turkish signatories to the United Nations Global Compact (UNGC), which is a strategic policy initiative for businesses that are committed to aligning their operations and strategies with universally accepted principles in the areas of human rights, labor, environment and anti-corruption.

Anadolu Efes values and encourages diversity.

Anadolu Efes recruits, employs and promotes employees on the sole basis of the qualifications and abilities needed for the work to be performed. Anadolu Efes follows a compensation and promotion policy based on qualifications and performance of employees.

We do not tolerate any discrimination. We treat our colleagues fairly and equally regardless of gender, marital status, age, religion, race, political opinion, social or economic status, language, ethnical origin, nationality, sexual orientation or disability.

We are committed to keeping the workplace free of abusive conduct and we do not tolerate physical, sexual, racial, psychological or verbal harassment or mobbing of any kind.

We do not recruit child labor, forced or compulsory labor. We also expect the same from our business partners.

Environmental Responsibility

Anadolu Efes conducts its activities in strict compliance with laws and regulations; and where laws and regulations do not exist, it takes the responsibility and sets its own strict standards to ensure minimum impact on the environment.

Anadolu Efes places environmental sustainability at the core of its business. We source our raw materials from nature; therefore, we foster environmental sustainability for the success of our business as well as for society. We are committed to significantly reducing our impact on the environment by using resources efficiently, reducing waste and carbon emissions, and handling hazardous materials carefully.

As a signatory to UNGC and UNGC CEO Water Mandate, Anadolu Efes is committed to six (6) core elements of the CEO Water Mandate: Minimizing Water Usage in Direct Operations, Supply Chain & Watershed Management, Collective Action, Public Policy, Community Engagement and Transparency.

For more information, please refer to Environmental Policy, Water Policy and Energy & Climate Change Policy.

Responsible Marketing

Anadolu Efes produces and sells its products in a geography where they are enjoyed by millions of consumers.

As a company with a strong sense of social responsibility, we recognize that our marketing communication and activities should go beyond mere compliance with laws and regulations.

Employees with sales and marketing responsibilities are expected to (i) be decent and truthful and adhere to general principles of fair competition and good business practice; (ii) promote the responsible consumption of the Company products; (iii) be mindful of the local market's sensitivities with regards to cultural and ethical values; (iv) not encourage drinking and driving and (v) not target below legal drinking age.

For more information, please refer to Policy on Marketing Communication.

Occupational Health and Safety

Anadolu Efes is committed to establishing and sustaining an effective health & safety management system to provide a safe, healthy and incident free workplace for all employees, contractors and visitors.

Our commitment is founded on five (5) basic principles: Leadership & Engagement, Continuous Improvement, Compliance, Risk Management and Reporting of Incidents.

We are all expected to comply with procedures and regulations concerning occupational health and safety and be familiar with emergency procedures in our workplace.

For more information, please refer to Health and Safety Policy.

Responsible Drinking

Anadolu Efes supports moderate and responsible consumption of alcoholic beverages.

All employees are ambassadors of the Company and its products and they are expected to behave in a manner that enhances the reputation of Anadolu Efes. Employees should enjoy responsible drinking, comply with alcohol laws and regulations and should not drink and drive.

Employees must always ensure that their performance and judgment must never be impaired by alcohol.

Business and Financial Records

It is very critical to ensure that all business and financial records of the Company are accurate and correct. In addition to financial accounting records, these records also include quality reports, time schedules, expense reports, progress forms and other records.

Employees should always record and classify transactions in the proper accounting period and in the appropriate account and department, and not delay or accelerate the recording of revenue or expenses to meet budgetary goals. Accurate recordkeeping and

reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, must be promptly disclosed in accordance with any applicable laws or regulations and must conform both to applicable legal requirements and to the Company's system of internal controls. No document should be falsified and the true nature of no transaction should be distorted.

Company Assets

We are all responsible for protecting the Company assets and ensuring their efficient use. We are also required to use resources in a careful and professional manner and for their intended business purpose only, unless other use is specifically permitted.

Company assets also include Company funds, Company products, the time an employee spends at work, Company assets that may be subject to intellectual property rights, computer systems and software, phones, wireless communication devices, copier machines, Company cars, Company proprietary information and Company brands.

Social Media

In line with corporate culture of Anadolu Efes; employees must not (i) share on their personal accounts on social media/networks any confidential or strategic information including but not limited to trade secrets of the Company; (ii) share any negative content on social media/networks that might damage the reputation of Anadolu Efes; (iii) answer questions of media or other institutions or make any statement to them regarding Anadolu Efes; (iv) share any content regarding religious, sectarian, linguistic, racial or sexual discrimination; and (v) share any content that is abetting a crime or is or might be constituting a crime.

For more information, please refer to Social Media Procedure.

Confidential Information

Unauthorized disclosure of confidential information or information, which is not generally available to the public, could be harmful to Anadolu Efes and it is prohibited.

Confidential information also includes inventions, agreements, employee personal information, strategic and business plans, newly launched products, projects, technical specifications, pricing, proposals, financial data and product costs.

Employees should all protect such confidential information, use this information only for intended purposes of the Company, and share this information only with relevant authorized parties.

Personal Data and Privacy

Anadolu Efes respects the privacy of all its employees, business partners and consumers and the confidentiality of any personal data Anadolu Efes holds about them.

Employees who handle the personal data of others must (i) act in accordance with applicable law and Company policies regarding protection of personal data; (ii) collect, use and process such information only for legitimate business purposes; (iii) obtain from the individual the level of consent required by applicable law; (iv) limit access to the information to those who have a legitimate business purpose for seeing the information; and (v) keep personal data confidential and secure.

Insider Trading

Anadolu Efes is a publicly listed company in Borsa Istanbul Stock Exchange and all investors, including minority shareholders and foreign shareholders, should be treated equally in accordance with the legislation. This also means that all investors should have access to the same information at the same time.

All employees are required to refrain from using or disclosing confidential information of the Company to engage in insider trading, or to gain any financial or commercial interest. Nonobservance of that requirement may result in criminal prosecution.

For more information, please refer to Insider Trading Policy.

Conflicts of Interest

A conflict of interest exists when a person's private interest interferes or appears to interfere in any way with the interest of the Company.

Our personal interests and relationships must not interfere with our ability to make decisions in the best interest of the Company.

Conflicts of interest can arise in many ways.

If a family member or a close relative works for a customer, supplier or competitor, employees must disclose this situation to their managers.

Employees should never practice their authority to hire, supervise, or affect the terms and conditions of a close relative.

Employees may be employed outside of Anadolu Efes, as long as their outside employment does not interfere with Company interests. However, serving as an officer or having an ownership interest in a customer, supplier or competitor can result in conflicts of interest.

A conflict of interest is not necessarily a Code violation, but not to disclose it, is. What is important is to be transparent and to disclose the actual or potential conflict to your manager, so that the issue can be resolved in an acceptable way for both the person and the Company.

Anti-bribery and Anti-Corruption

Anadolu Efes has a zero tolerance policy towards bribery and corruption. This prohibition extends to all businesses and transactions in all countries in which it operates.

Bribes are strictly prohibited under any circumstances. A bribe is giving or offering to give anything of value to a local or foreign public official to influence a discretionary decision. Bribery can also take place where an improper payment is made by or through a third party.

Examples of bribe include:

- i. Payment to a government official to encourage a decision to award or continue business relations to influence the outcome of an administrative audit or inspection, or to influence tax or other legal obligations;
- ii. Offering, paying or giving anything of value to a local or foreign public official in order to obtain business or anything of benefit to the Company;
- iii. Attempting to induce a public official, whether local or foreign, to do something illegal or unethical;
- iv. Providing gift, hospitality or other advantages to a public official when we know or believe that the public official would not be permitted under the rules or regulations which apply to him to accept the gift or hospitality.

We must comply with international and local laws that prohibit corruption and bribery everywhere we operate. Violating these laws is a serious criminal offence which can result in significant civil and criminal penalties (including substantial fines and imprisonment) and significant reputational damage for the Company.

Gifts, Entertainment and Hospitality

Business gifts, entertainment or hospitality are customary courtesies designed to build goodwill among business partners. However, a problem may arise when such courtesies compromise, or appear to compromise, the ability to make objective and fair business decisions. Offering or receiving any gifts, entertainment or hospitality that may be perceived to unfairly influence a business relationship must be avoided.

Gifts and entertainment should only be provided where they are appropriate, consistent with reasonable business practice, and would not be perceived to have any improper influence on the recipient.

Employees should use good judgment in offering gifts and entertainment; "everyone else does it" is not sufficient justification. Consider whether public disclosure of the gift or entertainment would be embarrassing to Anadolu Efes or to the recipient; if so, it should not be provided. In determining whether a specific gift or entertainment item lie within the bounds of acceptable business practice, employees are encouraged to discuss the issue with their managers.

Employees must not request, accept, offer or provide gifts or hospitality designed to induce, support or reward improper conduct in connection with any business or anticipated future business involving Anadolu Efes: for example, where the gift, entertainment and hospitality might be seen as intended to compromise the receiver's judgment and integrity.

The following are "Always Wrong":

- i. Gift of cash or cash equivalent (e.g. gift certificates, loans, shares or share options);
- ii. Any inappropriate gift, entertainment and hospitality (e.g. anything that is indecent or sexually explicit or which might otherwise adversely affect the Company's reputation or commitment to respect and decency);
- iii. Any gift, entertainment and hospitality which might be construed as a bribe or payoff;
- iv. Any gift, entertainment and hospitality that breaches any local law or regulation, or any rule of the recipient's organization;
- v. Gift, entertainment and hospitality given or offered as part of an agreement that something should be done in return for the gift, entertainment and hospitality. Similarly, gift, entertainment and hospitality which may be seen as having a material effect on any business transaction which has been, or which may be, entered into by the Company, or which might otherwise give rise to a conflict of interest, are prohibited.

Modest gift, entertainment and hospitality may usually be offered or accepted, provided there is no expectation or belief that something will be given in return.

Modest gift, entertainment and hospitality include those which fall within the following categories:

- i. Small gifts including gifts of nominal value such as t-shirts, calendars, diaries, pens and other small promotional items such as samples;
- ii. Common courtesies such as drinks, food or modest refreshments provided in connection with a legitimate business meeting;
- iii. Occasional modest meals with people with whom we conduct business;
- iv. Occasional attendance at entertainment events of modest value, e.g. a musical performance, the theatre or a sporting event, where this is reasonable in the business context;
- v. Necessary and reasonable travel expenses in connection with legitimate business trips.

Employees must not actively solicit or demand any form of entertainment or gift from any person or organization outside Anadolu Efes.

For more information please refer to Policy on Gift, Entertainment and Hospitality Policy.

Political Contributions

Anadolu Efes does not make any donations to politicians or political parties.

Propaganda or similar activities within Company premises are not permitted. Company assets cannot be used for or allocated to, political activities.

Anadolu Efes can engage in projects, sponsorships and donations with various legitimate entities such as non-governmental organizations within the limits of support to social

development. These supports should not be in relation to any direct or indirect political activity and all supports should be disclosed publicly through appropriate medium such as sustainability reports.

Relations with Business Partners

Anadolu Efes is committed to making a positive contribution to the society and the environment by developing and implementing responsible business practices. We value our business relations with our suppliers and other business partners. We treat these business partners in the same manner we expect to be treated.

We expect that our business partners will take no action contrary to the principles of this Code and that they will comply with our Supplier Code of Conduct which sets our standards with respect to society, environment and ethics.

For further information, please refer to Supplier Code of Conduct.

Competition Compliance

Anadolu Efes competes fairly and complies with all applicable competition laws in the countries of operation. These laws often are complex and vary considerably from country to country both with respect to their coverage and their geographic reach. Any conduct, which is permissible in one country, may be unlawful in another. Penalties for violation of the law can be severe with serious fines for Anadolu Efes and even imprisonment for the individuals involved.

We must all understand and comply with all those applicable competition laws. Some of the main principles are summarized here. However, you should consult Legal Department in order to understand the particular competition laws and rules that may be applicable.

Competition laws around the world generally prohibit agreements with competitors on, especially but not limited to (i) setting prices or other terms, limiting production, allocation of geographic or product markets or customers, or refusal to deal with customers or suppliers; (ii) exchanging confidential information with competitors; or (iii) imposing minimum or fixed resale prices on customers. Trade association meetings are also of great importance since these are the meetings that bring competitors together and the likelihood of discussing on anti-competitive topics increases. Therefore, attendees must pay attention to the topics that might be contrary to competition regulations and if they are, they should make sure that their explicit objection is recorded in the minutes before leaving the meeting. Agreements with our dealers, distributors or final sales points can also be regarded as anti-competitive, if the agreements have the restriction of competition as their object or effect. The most common vertical infringements are resale price maintenance and exchanging commercially sensitive information about competitors through suppliers or customers.

As a company with market power in almost all of our operations, dominance in the beer market is our strength, however it might be well our weakness if we take competition laws for granted. Dominant companies must abstain from abusing their market power since they bear a special responsibility to comply with competition laws. Examples of abusive conducts are applying exclusionary prices or discounts against competitors or

applying inconsistent conditions to equivalent buyers without any objective justification.

IMPLEMENTATION OF THE CODE

Raising Concerns and Available Communication Channels

If you have any concern or become aware of any Code violation, you should communicate it to your manager, Local Ethics Officer or Group Ethics Officer; or alternatively, use below communication channels.

Below communication channels are provided by an independent third party and they are available 24/7. You can confidentially, and if you choose anonymously, submit a report in relation to any Code violation in different languages:

- *By phone*
- *By website*
- *By e-mail*

You can find attached the full list of communication channels and explanation of how to use them ([Appendix 1-Code of Business Conduct and Ethics Communication Channels](#)).

Handling Reports and Investigation

The Company values the assistance provided by the employees contributing to the solution of a problem. No retaliation may be directed against employees who have reported an issue honestly and in good faith. Any act contrary to the foregoing is deemed a violation of the Code.

Both the reports and the investigations about potential violations are treated and conducted confidentially.

All reports including those received by managers or Local Ethics Officers about a potential Code violation must be forwarded to Group Ethics Officer immediately.

Group Ethics Officer reviews the report and makes a request for investigation of the potential Code violation from Group Internal Audit Director, if he/she considers that there might be a violation of the Code.

The final authority to conduct investigation rests with Group Internal Audit Director who has the required expertise in this field. According to nature of the violation, Group Internal Audit Director decides the appropriate investigation method, if required in consultation with relevant function heads.

Upon completion of the investigation, Group Internal Audit Director prepares a final report with conclusion and recommendations and sends the final report to Group Ethics Committee.

Considering the potential impact, Group Ethics Officer may, in consultation with Group Internal Audit Director, delegate certain categories of Code matters to Local Ethics Officer. In such case, the issue is investigated, reviewed and decided at local level.

Group Ethics Committee

Group Ethics Committee is established for the purpose of (i) promoting a strong “culture of ethics” across the Company by means of the Code; (ii) ensuring that the allegations of the violation of the Code are appropriately investigated; (iii) taking corrective measures when violation is determined to have taken place; and (iv) determining the required disciplinary measures.

Group Ethics Committee is composed of four (4) members, being Group Legal Affairs Director, Group Finance Director, Group Human Resources Director and Group Internal Audit Director. Group Legal Affairs Director serves as “Group Ethics Officer”.

Group Ethics Committee meets regularly. Group Ethics Committee is chaired by Group Ethics Officer.

Group Ethics Committee reviews the final investigation report and makes decisions about Code violations, disciplinary measures and action plans.

If Group Ethics Committee determines the existence of violation of the Code, the decision is communicated to Anadolu Efes CEO, managing director and human resources director of the relevant country for execution.

With respect to allegations of the Code violations by CEO or direct reports of CEO, Anadolu Efes Board of Directors or a committee appointed by the Board serves as Group Ethics Committee. Anadolu Efes Board of Directors is authorized to make a final decision regarding such persons.

Local Ethics Committee

Each country organization is responsible for the establishment of Local Ethics Committee to achieve the same purpose with Group Ethics Committee in the particular country.

Local Ethics Committee is composed of three (3) members, being legal, finance and human resources function heads.

Local Ethics Committee meets regularly. Local Ethics Committee is chaired by Local Ethics Officer.

Local Ethics Committee handles Code matters delegated by Group Ethics Officer.

All decisions about Code violations and discipline made by Local Ethics Committee should be immediately communicated to Group Ethics Officer before execution. Group Ethics Officer is entitled to request Group Ethics Committee to reconsider Local Ethics Committee decisions.

Disciplinary Measures

Anadolu Efes strives to impose disciplinary measures that fit the nature and circumstances of each Code violation.

Violation of the Code may result in disciplinary action, up to and including dismissal. Disciplinary action might also be applied to those approving or directing inappropriate conduct and actions violating the Code, as well as to those who fail to raise a concern or report a possible violation that they are aware of.

Managing Compliance to the Code

Anadolu Efes Board of Directors oversees the Company's commitment to comply with the Code through Audit Committee.

The Company uses an appropriate risk management mechanism regarding issues defined in this Code. Furthermore, compliance with the Code is regularly monitored through an efficient internal audit mechanism.

Outcomes of risk measurement and internal audit practices are regularly reported to senior management. For appropriate issues defined in this Code, outcomes are publicly disclosed through proper media such as sustainability reports.

**AMENDED AND RESTATED BY RESOLUTION OF ANADOLU EFES BOARD OF DIRECTORS
DATED FEBRUARY 26, 2019.**