

**MINUTE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ANADOLU
EFES BİRACILIK VE MALT SANAYİ ANONİM ŞİRKETİ HELD ON 20/04/2022,
WEDNESDAY AT 14.00**

The meeting was held on 20.04.2022 at 14:00 at the address of “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No: 58 Buyaka E Blok Kat: 1 34771 Ümraniye/İstanbul” with the participation of the Ministry Representative Güner Kakı who was appointed under the 19.04.2022 dated and 73962490 numbered letter of the Provincial Directorate of Commerce of the Ministry of Commerce.

The call for meeting was made in a timely manner as stipulated in the Code and articles of association by means of announcement in the 29.03.2022 dated and 10547 issue numbered Turkish Trade Registry Gazette, on the 19th page of the so-called Dünya newspaper which is published across Turkey on 29.03.2022, at the corporate website of our company (www.anadoluefes.com) and in the Electronic General Meeting System and e-company portal of Merkezi Kayıt Kuruluşu A.Ş.

According to the List of Attendance, it was concluded that 592,105,263.00 shares out of 591,105,263 shares constituting 6,826.933 TL capital of the company had been represented personally; 426,238,763.884 shares had been represented by proxy and 83,034,919 shares had been represented electronically and thus, totally 509,280,509.817 shares had been represented in the meeting and the minimum meeting quorum stipulated both in the Code and articles of association had been achieved and then the meeting was started by Mr. Volkan Harmandar and discussion of the agenda items was proceeded to.

Mr. Volkan Harmandar stated that Mr. Ahmet Boyacıoğlu, being one of the Board Members, had been presented in the meeting and that Mr. Ömer Yüksel had attended in the meeting for and on behalf of the Independent Audit Firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. It was noted that the Board Members who could not attend to the meeting personally had notified their excuses for their absence. Mr. Volkan Harmandar also provided information about the facts that the General Meeting would be held both physically and electronically and some of our partners would be able to attend to the general meeting over the electronic general meeting system through the CRA and about the considerations that were necessary to be paid attention in the general meeting accordingly.

Furthermore, Mr. Volkan Harmandar noted that publication in the Public Disclosure Platform of personal details of the real person partners or their representatives shown in the List of Attendance had been subjected to the consent of relevant person by the Capital Market Board. Accordingly, he requested from the presenting shareholders who consented to the publication of their details in the PDP to specify their consent and from the shareholders who attended to the meeting electronically to send a written notice about their consent.

The meeting was started simultaneously in the physical and electronic environment and the agenda items were proceeded to be discussed.

1. The Proposal Form of the representative of AG Anadolu Grubu Holding A.Ş. about the election of the Chairman of the Meeting was read. Election of Mr. Volkan Harmandar as the Meeting Chairman was unanimously accepted with 509,280,509.817 “affirmative” votes.

The Chairman of the Meeting stated that he had appointed Ms. Refika Aslı Demirel as the Vote Collector and Ms. Melis Alkan Bölükbaşı as the Meeting Secretary.

Acting as the Chairman of the Meeting, Mr. Volkan Harmandar appointed Ms. Sibel Turhan who had a “Certificate for the Electronic General Meeting System of the Central Registry Agency” for the use of the electronic general meeting system.

The Chairman of the Meeting stated that the Articles of Association, Annual Report, Independent Auditor’s Report, Financial Statements, Nomination Declarations of Prospective Board Members who could not attend in the meeting personally and other relevant documents had been available at the place of meeting.

2. On the grounds that the Annual Report of the Board of Directors had been announced to the shareholders before the General Meeting by way of public disclosure at the corporate website of our company (www.anadoluefes.com), at registered office of the company, at the Public Disclosure Platform and in the Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., the proposal of the Chairman of the Meeting Mr. Volkan Harmandar for deeming the Annual Report read as it was within the knowledge of everyone was voted. The proposal was accepted by majority of votes with 508,145,344.817 “affirmative” votes against 1,135,165 “dissentive” votes.

Acting as the Chief Financial Officer, Mr. Gökçe Yanaşmayan provided information about the activities in 2021.

3. It was noted in the General Meeting that the Independent Audit Firm’s Report had been announced to the public and the summary of the Report was read. The Independent Audit Firm’s Report was discussed. As this agenda item is not subjected to voting, it is explained only for information purpose.
4. On the grounds that the consolidated 31.12.2021 dated Financial Statements prepared in accordance with the regulations of the Capital Market Board had been announced to the shareholders 21 days before the General Meeting by way of public disclosure at the corporate website of our company (www.anadoluefes.com), at registered office of the company, at the Public Disclosure Platform and in the Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., the proposal of the Chairman of the Meeting Mr. Volkan Harmandar for deeming the Financial Statements read as they were within the knowledge of everyone was voted. The proposal was accepted by majority of votes with 508,145,334.817 “affirmative” votes against 1,135,165 “dissentive” votes.

The 31.12.2021 dated Financial Statements were discussed. Following the discussion of the Financial Statements, the Financial Statements were accepted by majority of votes with 508,145,344.817 “affirmative” votes against 1,135,175 “dissentive” votes as a result of the voting process.

5. Individual releases of the Board Members of the company for their accounts and services in 2021 was voted following the discussions made.

The Board Members did not exercise the voting rights resulting from their own shares and their releases were accepted by majority of votes with 508,469,525.817 “affirmative” votes against 810,984 “dissentive” votes.

6. The resolution of the Board of Directors resolution at its meeting on 23.02.2022, regarding the proposal to distribute a cash dividend of gross 1.8545 TL (net 1.66905 TL) per each share with 1 TL nominal value amounting to a total of 1,098,059,210.23 TL realizing a 185.45% gross dividend to the shares representing the paid-in capital of 592,105,263 TL, starting from 20.05.2022; 575,033,300.52 TL of the dividend to be paid from the profit in the annual statutory accounts for the calendar year 2021 which is exceeding the previous year’s statutory losses, 280,905,730.98 TL of the dividend to be paid from the legally released part of the general legal reserves and 242,120,178.73 TL of the dividend is to be paid from the extraordinary reserves, 10% of the remaining amount (78,754,821.61 TL) to set aside as a secondary legal reserve after 5% dividend is distributed to the shareholders, the remaining amount to be taken into extraordinary reserves after the profit is distributed and the legal reserve to be set aside according to the annual statutory accounts, was submitted for the approval of the General Assembly. It was accepted by the majority of votes with 509,205,994.817 “affirmative” votes against 74,515 “dissentive” votes.
7. The proposals of AG Anadolu Grubu Holding A.Ş., being the shareholder of the company, about Board Memberships were read. The proposal about the determination of wages for the Board Members was read. Proposals of independent prospective members were read. The Ministry Representative saw the Nomination Declaration of Mr. Tuncay Özilhan, who could not attend to the meeting personally, for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5127; the Nomination Declaration of Mr. Kamilhan Süleyman Yazıcı for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5126; the Nomination Declaration of Mr. Jason Warner for Board Membership which had been certified by the 32th Notary Office of Kartal on 19.04.2022 under the document number of 5942; the Nomination Declaration of Mr. Talip Altuğ Aksoy for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5125; the Nomination Declaration of Mr. Rasih Engin Akçakoca for Board Membership which had been certified by the 32th Notary Office

of Kartal on 06.04.2022 under the document number of 5122; the Nomination Declaration of Mr. Agah Uğur for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5124; the Nomination Declaration of Mr. Uğur Bayar for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5121; the Nomination Declaration of Mr. Şevki Acuner for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5120; the Nomination Declaration of Mr. Barış Tan for Board Membership which had been certified by the 32th Notary Office of Kartal on 11.04.2022 under the document number of 5377; the Nomination Declaration of Ms. Lale Develioğlu for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5119 and the Nomination Declaration of Mr. Ahmet Boyacıoğlu, who attended in the meeting, for Board Membership which had been certified by the 32th Notary Office of Kartal on 06.04.2022 under the document number of 5123.

As a result of the discussions and voting, the number of the Board Members were designated to be 11 together with 4 Independent Board Members. The following persons were elected as the Board Members:

Mr. TUNCAY ÖZİLHAN;

Mr. KAMİLHAN SÜLEYMAN YAZICI;

Mr. JASON WARNER;

Mr. TALİP ALTUĞ AKSOY;

Mr. RASİH ENGİN AKÇAKOCA;

Mr. AGAH UĞUR;

Mr. BARIŞ TAN

Mr. UĞUR BAYAR;

Mr. ŞEVKİ ACUNER;

Ms. LALE DEVELİOĞLU;

Mr. AHMET BOYACIOĞLU who attended in the General Meeting and stated his nomination personally

The election of the persons above for one (1) year to serve by the Ordinary General Meeting to be held for discussing the outcomes of the activities in 2022; payment of 252,000.-TL net fee to each Independent Board Members who are namely Mr. Uğur Bayar, Mr. Şevki Acuner, Mr. Barış Tan and Ms. Lale Develioğlu; non-payment of a fee to the other Board Members in this capacity of theirs were accepted by majority of votes with totally 469,712,583.817 “affirmative” votes against 39,567,926 “dissentive” votes.

8. Election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which was approved under the 25.03.2022 dated and 559 numbered Board Resolution for the performance of an independent audit for 2022 within the frame of the Turkish Commercial Code and Capital Market Law to subject the financial reports in the accounting period of 2022 to independent audit and carry out other relevant activities in this respect pursuant to the applicable regulations was voted and it was accepted by majority of votes with 507,613,783.817 “affirmative” votes against 1,666,726 “dissentive” votes.
9. The amount of the consolidated grants made by the company in 2021 was 19,726,000.00 TL and this was submitted for the information of the partners. It was further noted that 12th agenda item would not be voted as it had been intended for information only.
10. The partners were informed about the fact that there had been no guarantees, pledges and mortgages established by the company to the advantage of 3rd parties within the frame of the regulations of the CMB and accordingly, the company had not obtained any incomes or interests in connection therewith.
11. It was noted in the General Meeting that no transaction had been performed within the scope of Principle 1.3.6 of the II-17.1 numbered Communique of the Capital Market Board on Corporate Governance.
12. Granting of a permission to the Board Members for the transactions and operations within the scope of articles 395 and 396 of the Turkish Commercial Code was voted and it was accepted by majority of votes with 509,280,492.817 “affirmative” votes against 83,041,242 “dissentive” votes.
13. Petitions and requests. Mr. Burak Kolsuz congratulated the Management of the Company for its sustainability practices, and the Management responded to Mr. Kolsuz’s evaluations regarding the activities in Russia and Ukraine and Anadolu Etap.

MINISTRY REPRESENTATIVE
GÜNER KAKI

CHAIRMAN OF THE MEETING
VOLKAN HARMANDAR

VOTE COLLECTOR
REFİKA ASLI DEMİREL

MEETING SECRETARY
MELİS ALKAN BÖLÜKBAŞI