

**MINUTE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ANADOLU  
EFES BİRACILIK VE MALT SANAYİİ ANONİM ŞİRKETİ HELD ON 18/04/2023,  
TUESDAY AT 14.00**

The meeting was held on 18.04.2023 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 Mr. Yılmaz Akbaş who was appointed under the 17.04.2023 dated and 84661040 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 24.03.2023 dated and 10797 issue numbered Turkish Trade Registry Gazette, on the 22<sup>th</sup> page of the so-called Nasıl Bir Ekonomi newspaper which is published across Turkey on 24.03.2023, at the corporate website of our company ([www.anadoluefes.com](http://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 592,105,263 TL shares constituting 2,550 TL capital of the company had been represented personally; 397,049,019.884 shares had been represented by proxy and 94,209,257 shares had been represented electronically and thus, totally 491,260,826.884 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. Salim Alyanak had attended in the meeting for and on behalf of the Independent Audit Firm PwC 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 491,260,826.884 “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](http://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 489,184,845.884 “affirmative” votes against 2,075,981 “dissentive” votes.

Acting as the Chief Financial Officer, Mr. Gökçe Yanaşmayan provided information about the activities in 2022.

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 31.12.2022 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](http://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 489,184,845.884 “affirmative” votes against 2,075,981 “dissentive” votes.

The 31.12.2022 dated Financial Statements were discussed. Following the discussion of the Financial Statements, the Financial Statements were accepted by majority of votes with 489,184,845.884 “affirmative” votes against 2,075,981 “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 2022 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 489,800,794.884 “affirmative” votes against 1,460,032 “dissentive” votes.

6. Upon stating that the proposal of the Board of Directors dated 28.02.2023 and numbered 595 with respect to the distribution of profit for the year 2022 was announced to the Public (on Public Disclosure Platform, General Assembly System of Merkezi Kayıt Kuruluşu A.Ş., on corporate website of the Company at [www.anadoluefes.com](http://www.anadoluefes.com), in 2022 Annual Report, and country-wide printed publication via Trade Registry Gazette) at least 3 weeks prior to the General Assembly meeting, we were proceeded to discuss the proposal.

The proposal to distribute the profit in the amount of TRY 1.262.013.157,56 as TRY 2,1314 gross dividend (net TRY 1,91826) for each share with a nominal value of TRY 1 shall be distributed in cash starting from 23rd May 2023 to ensure 213,14% gross profit distribution over the issued capital (TRY 592.105.263) of our Company as of the end of accounting period which shall be covered from the extraordinary reserves account according to the financial statements for the period of 01 January – 31 December 2022, prepared by the management of Anadolu Efes Biracılık ve Malt Sanayii A.Ş. pursuant to Turkish Financial Reporting Standards (TFRS) and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and submitted in the annual report, was read.

Mrs. Meltem Menteşoğlu Konyalıgil, the representative of the shareholder AG Anadolu Holding A.Ş., took the floor regarding the item and read her proposal on the profit distribution. She proposed that the proposal of the Board of Directors dated 28.02.2023 for distributing the profit in the amount of TRY 1.262.013.157,56 in lump sum and the date of distributing the profit shall be 23rd May 2023 shall be rejected in consideration of the initiatives of the Company in line with its global growth strategy, increase in funding costs, increased challenges in accessing alternative sources of financing, and the effects of uncertainties in international and domestic financial markets, and a dividend of TRY 1.262.013.157,56 in total shall be distributed and paid to the shareholders in cash without changing the total amount proposed by the board of directors and the date to exercise the dividend right shall be 23rd May 2023 for the first instalment in the amount of TRY 631.006.578,78 and 18th September 2023 for the second instalment in the amount of TRY 631.006.578,78.

Both proposal were put to vote separately. The profit distribution proposal of the Board of Directors was rejected by majority of votes on the basis of 396.998.045,884 “dissenting” votes against 94.262.781 “affirmative” votes. The profit distribution proposal of the representative of the shareholder AG Anadolu Holding A.Ş. was accepted by majority of votes on the basis of 491.260.825,884 “affirmative” votes against 1 “dissenting” vote.

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 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8950; the Nomination Declaration of Mr. Kamilhan Süleyman Yazıcı for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8951; the Nomination Declaration of Mr. Jason Warner for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 14.04.2023 under the document number of 9819; the Nomination Declaration of Mr. Tuğban İzzet Aksoy for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8954; the Nomination Declaration of Mr. Rasih Engin Akçakoca for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8953; the Nomination Declaration of Mr. Agah Uğur for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8949; the Nomination Declaration of Mr. Uğur Bayar for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8963; the Nomination Declaration of Mr. Şevki Acuner for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8960; the Nomination Declaration of Mr. Barış Tan for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8962; the Nomination Declaration of Ms. Lale Develioğlu for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8959 and the Nomination Declaration of Mr. Ahmet Boyacıoğlu, who attended in the meeting, for Board Membership which had been certified by the 32<sup>th</sup> Notary Office of Kartal on 06.04.2023 under the document number of 8952.

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. TUĞBAN İZZET 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 2023; payment of 504.000.-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 439,257,308.884 “affirmative” votes against 52,003,518 “dissentive” votes.

8. Election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which was approved under the 29.03.2023 dated and 602 numbered Board Resolution for the performance of an independent audit for 2023 within the frame of the Turkish Commercial Code and Capital Market Law to subject the financial reports in the accounting period of 2023 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 473,278,715.884 “affirmative” votes against 17,982,111 “dissentive” votes.
9. The amount of the consolidated grants made by the company in 2022 was 50,408,000.00 TL and this was submitted for the information of the partners. It was further noted that 12<sup>th</sup> 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 3<sup>rd</sup> 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 Communiqué 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 483.999.012,884 “affirmative” votes against 7,261,814 “dissentive” votes.

13. Petitions and requests.

**MINISTRY REPRESENTATIVE**  
**YILMAZ AKBAŞ**

**CHAIRMAN OF THE MEETING**  
**VOLKAN HARMANDAR**

**VOTE COLLECTOR**  
**REFİKA ASLI DEMİREL**

**MEETING SECRETARY**  
**MELİS ALKAN BÖLÜKBAŞI**