

## **ANADOLU EFES BİRACILIK VE MALT SAN. A.Ş. GENERAL ASSEMBLY INFORMATION DOCUMENT**

Pursuant to the Article 5/1-(c) of the Ministry of Trade Communiqué on the Procedures and Principles of the Implementation of Provisional Article 13 of the Turkish Commercial Code Numbered 6102 published in the Official Gazette dated 17.05.2020, the Extraordinary General Assembly is to be held regarding the dividend distribution proposal on 09.07.2020 Thursday at 14:00 at the address “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Kat:1 34771 Ümraniye / İstanbul” with the agenda set forth below.

Dividend Distribution Proposal along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices and our website at [www.anadoluefes.com](http://www.anadoluefes.com) 21 days prior to the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company’s website addressed [www.anadoluefes.com](http://www.anadoluefes.com) or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, our corporate website [www.anadoluefes.com](http://www.anadoluefes.com) or our head office for more information, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

In accordance with the Article 415 paragraph 4 of the Turkish Commercial Code Numbered 6102 and Article 30 paragraph 1 of the Capital Markets Law Numbered 6362, attendance to and voting at the General Assembly is not conditional upon the deposit of the shares. Therefore, if our shareholders would like to attend our General Assembly Meeting, there is no need to have their shares blocked.

## **ADDITIONAL EXPLANATIONS REGARDING GENERAL ASSEMBLY MEETING**

The information given as per the Article 1.3.1 of the Corporate Governance Principles which are annexed to the Corporate Governance Communiqué numbered II.17.1 are as follows:

### **1. Shareholding Structure and Voting Rights**

There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold. The voting rights of the shareholders are provided in the table below:

#### **Anadolu Efes Biracılık ve Malt Sanayii A.Ş. Shareholding Structure (as of 16.06.2020)**

|                               | Amount (TL) | (%)    |
|-------------------------------|-------------|--------|
| AG Anadolu Grubu Holding A.Ş. | 254,891,157 | 43.05  |
| AB InBev Harmony Ltd.         | 142.105.263 | 24.00  |
| Publicly Held                 | 195,108,843 | 32.95  |
| Total Issued Capital          | 592,105,263 | 100.00 |

### **2. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:**

While preparing the agenda of the Extraordinary General Assembly Meeting which will be held on 09.07.2020, there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

### **3. Information about the Management and Operational Changes that Affected Our Company's or Subsidiaries' Operations in the past Fiscal Period and the Changes that are Planned in the Following Fiscal Periods and the Reasons on the back of These Changes**

Management and operational changes that occurred in 2019 and are planned to take place in 2020 are announced to public through special case announcements and are available on <https://www.anadoluefes.com/en/tablo/534/investor-relations/announcements> .

## **EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING DATED 09.07.2020**

### **1. Opening of the meeting and establishment of the Board of the Assembly**

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

### **2. Informing the General Assembly regarding the Ministry of Trade Communiqué published in the Official Gazette dated 17.05.2020 and set forth the conditions for companies to be exempt from these dividend distribution limitations and approval, revision or rejection of the proposal of the Board of Directors on distribution of profits,**

The Board of Director's dividend distribution proposal dated 27.02.2020 was rejected at the Company's 2019 Annual General Assembly meeting dated 28.04.2020 due to dividend distribution limitations pursuant to the Law numbered 7244 and it was decided not to make any dividend distribution. <https://www.kap.org.tr/en/Bildirim/840876>

Subsequently, Ministry of Trade published a Communiqué in the Official Gazette dated 17.05.2020 and set forth the conditions for companies to be exempt from these dividend distribution limitations.

Within this scope, our Board of Directors resolved to invite the General Assembly to an extraordinary general assembly meeting to be held regarding the dividend proposal subject to Ministry of Trade's approval.

Subject to the approval at the Extraordinary General Assembly Meeting to be held on July 9, 2020;

- The total dividend amount of 1.050.394.736,56 to be allocated to all shareholders as of the dividend distribution date.
- The dividend payout, in accordance with the Article 5/(1)-(c) of the Communiqué and the conditions set forth as below, will be distributed in cash starting from **14.07.2020** to the shareholders and other dividend payout not included in the scope of exempt will be paid starting from **01.10.2020**, if a new extension is not issued.
- The shareholders who have to pay their debts arising from loan agreements or project financing agreements that will become due before 30.09.2020 and have not been paid as of the dividend distribution proposal date and has submitted a document indicating the outstanding obligations arising from loan agreements or project financing agreements to the company, will be paid starting from **14.07.2020** and the dividend amount as of this date will be capped by the obligations of the shareholders with respect to the loan agreements or project financing agreements.
- For the shareholders request to receive the dividend payment starting from 14.07.2020;
  - The shareholders shall deliver the substantiating documents in person or via a registered mail until the end of working hours on 02.07.2020 as approved by the bank/institution indicating the shareholder's outstanding obligations arising from loan agreements or project financing agreements (the repayment schedule of the loans) that will become due before 30.09.2020 and have not been paid as of the resolved dividend distribution date in accordance with the Article 6/(1)-(c) of the Communiqué to the company address "Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Ümraniye / İstanbul" to the attention of Investor Relations department along with the "**Investor Information Form**" which includes the information that would facilitate the dividend payment along with the shareholder's "**Statement of Account**" report in the MKS (Central Registry system) to be demanded from its broker.
  - Investor Information Form shall be fulfilled correctly and fully in accordance with the APPENDIX-2 and a signed original copy together with the Statement of Account shall be delivered in person or via a registered mail. You can also reach the mentioned form from our website via below link.  
<https://www.anadoluefes.com/en/tablo/611/investor-relations/general-assembly>

- It is shareholder's responsibility that the dividend to be received shall solely be used for repaying debts arising from loan agreements or project financing agreements that will become due before 30.09.2020 as stated in the Communiqué.
- The shareholders not able to deliver the bank/institution approved repayment schedules indicating the shareholder's outstanding obligations arising from loan agreements or project financing agreements until the end of working hours on 02.07.2020, will receive the dividend payout starting from 01.10.2020 if a new extension is not issued which have been vested as of the dividend distribution date in the amount that corresponds to their shares. No interest will be accrued regarding the deferred payments.
- The dividend amount to be paid starting from 14.07.2020 to the shareholders indicating the documents shall be capped by the obligations of the shareholders with respect to the loan agreements or project financing agreements that will become due before 30.09.2020. The respective shareholders shall not be paid more than the shareholders' obligation amount even if the dividend payable is higher than the total obligations on the dividend payment date. The remaining dividend amount will be deferred to the date of 01.10.2020 if a new extension is not issued and no interest will be accrued regarding the deferred payments.

We kindly request our shareholders to submit required documents for our review in a timely manner as delayed requests due to a delay in transmission of mail will be disregarded.

In addition to the above you can find **Frequently Asked Questions** document on our website under the Investor Relations section under General Assembly. Should you need any further information, please contact our Investor Relations Department (+90 212 216 586 80 72 or +90 212 216 586 25 08).

Within this framework, it has been resolved to submit for the approval of the General Assembly a cash dividend proposal to be paid starting from July 14, 2020.

### 3. Closing

## **APPENDIX-1**

### **PROXY FORM FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş. To the Chair of the General Assembly of Shareholders**

I hereby appoint..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Extraordinary General Assembly of Anadolu Efes Biracılık ve Malt Sanayii A.Ş. that will convene on July 9, 2020 Thursday, at 14:00 at the address “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Kat:1 34771 Ümraniye / İstanbul”.

The Attorney's(\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number: (\*) Foreign attorneys should submit the equivalent information mentioned above.

#### **A) SCOPE OF REPRESENTATIVE POWER**

**The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

##### **1. About the agenda items of General Assembly:**

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is authorized to vote on proposals of the attorney partnership management. ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

##### **Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.**

| <b>Agenda Items (*)</b>                                                                                                                                                                                                                                                                                                                       | <b>Accept</b> | <b>Reject</b> | <b>Dissenting Opinion</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|---------------------------|
| 1. Opening of the meeting and establishment of the Board of the Assembly                                                                                                                                                                                                                                                                      |               |               |                           |
| 2. Informing the General Assembly regarding the Ministry of Trade Communiqué published in the Official Gazette dated 17.05.2020 and set forth the conditions for companies to be exempt from these dividend distribution limitations and approval, revision or rejection of the proposal of the Board of Directors on distribution of profits |               |               |                           |
| 3. Closing                                                                                                                                                                                                                                                                                                                                    |               |               |                           |

**(\*)No voting on the informative items. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

##### **2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is not authorized to vote in these matters. ☐
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions: ☐

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

- a) Order and Serial:\*
- b) Number / Group:\*\*
- c) Amount-Nominal Value:
- ç) Share with voting power or not:
- d) Bearer-Registered:\*
- e) Ratio of the total shares/voting rights of the shareholder:

\* Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.** ☐

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\*)Foreign attorneys should submit the equivalent information mentioned above.

**SIGNATURE**

## APPENDIX 2 – INVESTOR INFORMATION FORM

Address: Fatih Sultan Mehmet Mahallesi  
Balkan Caddesi No:58/24  
Buyaka E Blok Ümraniye-Istanbul/Turkey  
Tel: +90(216) 586 80 72

### ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş.

#### TO INVESTOR RELATIONS DEPARTMENT

**Please fill in all fields accurately and completely and with an electronic device in order for your application to be evaluated.**

Your ‘Statement of Account’ report in the MKS (Central Registry System) should also be attached to this form which you can request from your broker.

#### Personal Information

|                                                         |  |
|---------------------------------------------------------|--|
| Name & Surname                                          |  |
| Turkish Identity Number/<br>Passport No/ Tax No         |  |
| Tax Status (Unlimited liability /<br>Limited liability) |  |

#### Contact Information

|        |  |
|--------|--|
| Phone  |  |
| E-mail |  |

Regarding my debt obligations as included in the appendix, I request that the dividend payable amount shall be transferred to my account below as of the dividend distribution date, in accordance with the Article 5(2)-(c) of the Communiqué on the Procedures and Principles of the Implementation of Provisional Article 13 of the Turkish Commercial Code Numbered 6102.

#### My Bank Account Information Regarding My Request for Dividend Payment

|                   |  |
|-------------------|--|
| Name & Surname    |  |
| Bank Name         |  |
| Branch/Account No |  |
| IBAN              |  |

I / we hereby accept that the information and documents contained in this form and its appendix are correct, complete and not misleading and in the event that such information and documents are inaccurate, incomplete or misleading; I / we declare that I / we will not make any claims from Anadolu Efes Biracılık ve Malt Sanayii A.Ş. and that I / we will indemnify the losses incurred by Anadolu Efes Biracılık ve Malt Sanayii A.Ş. due to the fact that this information and documents are inaccurate, incomplete or misleading.

#### Information Re. Broker Services for Anadolu Efes Shares

|                                       |  |                    |
|---------------------------------------|--|--------------------|
| Investor Name & Surname:              |  | INVESTOR SIGNATURE |
| Broker Code and Name*:                |  |                    |
| Investor Account /<br>Sub-Account No* |  |                    |

\* You can obtain the relevant information from your broker.