

Minutes of 2009 Ordinary General Meeting of Shareholders of Türk Tuborg Bira ve Malt Sanayii A.Ş. held on 11 May 2010

Türk Tuborg Bira ve Malt Sanayii Anonim Şirketi 2009 Ordinary General Meeting of Shareholders convened on 11 May 2010 at 10.00 a.m. at the Company headquarters at Kemalpaşa Caddesi No.52 Işıkkent-İzmir under supervision of M. Engin Gürkan, the Ministry Observer assigned by the Provincial Directorate of Industry and Trade, İzmir Governor's Office with its letter dated 11 May 2010 and numbered 6641.

Invitation to the meeting, including the agenda as required in the Company's Articles of Association, was published on the Turkish Trade Registry Journal of 19 April 2010 (No.7546) and Yeni Asır Newspaper of 19 April 2010, and also the date and agenda of the meeting was mailed to shareholders whose addresses are registered with the Company.

Ministry Observers checked and verified the presence of the Company's Articles of Association and Shareholders' Register at the meeting venue. The Company auditor Haydar Gökçek was also present at the meeting.

Review of the list of attendants revealed that out of 9,997,156,000 shares corresponding to total capital of the Company, i.e. TL 99,971,560; 37,244.4 shares were represented in person, and 9,565,937,432 shares were represented by proxy, and in total 9,565,974,676.4 shares were represented in the meeting, and the meeting quorum required in the law and the Company's Articles of Association was achieved, and upon determining that the Auditor and a Member of the Board of Directors were also ready, the meeting was opened and discussion on the agenda started.

1. Pursuant to Item 1 of the Agenda, it was unanimously decided to elect E. Lütfü Pöge as the Chairman of the Council of the Meeting, Ali İhsan Barut as the Voting Secretary, and Çağıl Gençalp as the Secretary.

It was unanimously decided to authorize the Council of the Meeting to sign the Minutes of the General Meeting of Shareholders.

2. Pursuant to Item 2 of the Agenda, 2009 Board of Directors' Annual Report, Audit Board's Report, and Independent External Audit Firm's Report were read and put to open voting. 2009 Board of Directors' Annual Report, Audit Board's Report, and Independent External Audit Firm's Report were unanimously approved as a result of individual voting of each document.
3. Pursuant to Item 3 of the Agenda, 2009 consolidated Balance Sheet and Income Statement were read and put to open voting. Consolidated Balance Sheet and Income Statement were unanimously approved as a result of an open voting of each document.
4. Pursuant to Item 4 of the Agenda, an open voting was conducted individually for Board Members Roni Kobrovsky, Joav Asher Nachson, Shlomo Graziani and Benjamin Haim Rotenberg and Auditors Haydar Gökçek and Mustafa Ersun Bayraktaroğlu to release them for 2009 operations, and releasing Board Members for 2009 operations was unanimously accepted, and releasing Auditors for 2009 operations was unanimously accepted.
5. Pursuant to Item 5 of the Agenda, it was unanimously decided not to distribute dividends to shareholders since no profit was earned in 2009.

6. Pursuant to Item 6 of the Agenda, it was unanimously decided to amend Articles 3 and 6 of The Company's Articles of Association according to amendment texts approved by the Capital Markets Board with its letter dated 6 April 2010 and numbered 3538, and the General Directorate of Domestic Trade, Ministry of Industry and Trade dated 8 April 2010 and numbered 2035.
7. Pursuant to Item 7 of the Agenda, it was unanimously decided to have two Auditors under Article 13 of The Company's Articles of Association and to elect Haydar Gökçek and Mustafa Ersun Bayraktaroğlu as auditors for one-year.
8. Pursuant to Item 8 of the Agenda, it was voted and unanimously decided not to pay any attendance fee to Board Members and Auditors.
9. Pursuant to Item 9 of the Agenda it was unanimously decided to accept appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) as the Independent External Audit Firm.
10. Pursuant to Item 10 of the Agenda, General Meeting of Shareholders was informed of Guarantees, Pledges, and Mortgages created by the Company in favor of third parties in accordance with regulations of the Capital Markets Board.
11. Pursuant to Item 11 of the Agenda, shareholders were informed that no donations were made in 2009.
12. Pursuant to Item 12 of the Agenda it was unanimously decided to allow Chairman and members of the Board of Directors to engage in activities written in Articles 334 and 335 of the Turkish Commercial Code.
13. Pursuant to Item 13 of the Agenda, wishes and requests were heard.

Since no one else took the floor and there was no other topic to discuss, the Council of Meeting ended the meeting. These minutes of the meeting are written and signed by the Council of Meeting with the participation of Observers of the Ministry of Industry and Trade.

OBSERVER

M. Engin Gürkan

(Signature)

CHAIRMAN OF THE

VOTING SECRETARY

SECRETARY

COUNCIL OF THE MEETING

E. Lütfü Pöge

Ali İhsan Barut

Çağıl Gençalp