

**Announced by**  
**TÜRK TUBORG BİRA VE MALT SANAYİİ A.Ş.**  
**BOARD OF DIRECTORS**

TÜRK TUBORG BİRA VE MALT SANAYİİ A.Ş. Extraordinary General Assembly Meeting of 2020 will convene at 11.00 on Wednesday, 6 October 2021, at Kemalpaşa Cad. No.258 Işıkkent Bornova/İzmir in order to discuss and to decide on below agenda items.

Shareholders may participate in the extraordinary general assembly meeting of physically or electronically and in person or by proxy. Electronic participation in the general assembly meeting is possible only using secure signatures of shareholders or their proxies. Therefore, shareholders intending to make any transaction on the Electronic General Assembly Meeting System must be first registered with the Central Registry Co. ("MKK") and e-MKK Information Portal, giving their contact information, and also have secure electronic signatures. Shareholders or their proxies will not be able to participate the general assembly meeting electronically if they are not registered with the e-MKK Information Portal and do not have a secure electronic signature.

Shareholders or their proxies intending to participate in the meeting electronically must fulfill their obligations arising under the Communiqué on Electronic General Assembly Meeting System for General Assembly Meetings of Corporations published in the Official Journal No. 28395 of 28 August 2012.

Shareholders who will not be able to participate in the meeting by person have to issue a proxy statement as per the attached template or obtain such proxy statement template from Company headquarters or the corporate website ([www.turktuborg.com.tr](http://www.turktuborg.com.tr)), meet requirements of the Capital Markets Board Communiqué No. II-30.1 and deliver notarized proxy statements to the Company headquarters.

Within the scope of the fight against the coronavirus covid-19 outbreak in order to prevent the spread of the disease in the world and in our country, it was recommended that shareholders shall attend the general assembly meeting electronically instead of attending physically in order to keep the physical participation of shareholders at minimum at the general assembly meetings. We kindly remind our shareholders to show utmost sensitivity to attend the Extraordinary General Assembly Meeting of our Company electronically by completing the necessary procedures for electronic participation instead of physical participation.

The right to participate in and vote at the general assembly meeting shall not be dependent on blocking share certificates according to Article 415(4) of the New Turkish Commercial Code No. 6102 and Article 30(1) of the Capital Market Law. In the event our shareholders intend to participate in the Extraordinary General Assembly Meeting, they will not be required to block their shares.

We kindly inform our shareholders and ask them to be ready at the meeting on the given day and time.

## PROXY

TÜRK TUBORG BİRA VE MALT SANAYİİ A.Ş.

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 meeting of Türk Tuborg Bira ve Malt Sanayii A.Ş. that will convene on 6 October 2021, at 11:00 at the address of Kemalpaşa Caddesi No:258 Işıkkent Bornova/İzmir.

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 meeting;

- 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 meeting.

Agenda items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			

(\*)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

## **ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS**

Additional explanations required under the CMB Communiqué Series:II-17.1 on Corporate Governance, and related to specific agenda items are made in the relevant agenda items, whereas general explanations are made herein:

### **1. Information on the shareholding structure and voting rights**

The issued capital of the Company is TL 322.508.253, which is fully paid-in. The issued capital is divided into 32.250.825.300 registered shares, each with a nominal value of 1 Kurus.

At the general assembly meeting, each share with a nominal value of 1 Kurus has one voting right. The Company capital does not have any privileged shares.

<b>Shareholder's Title</b>	<b>Quantity</b>	<b>Interest (%)</b>
International Beer Breweries Ltd.	308.597.141	95,69
Public quotation	13.911.112	4,31
Total	322.508.253	100,00

### **2. Information on changes in management and operations of the Company and its subsidiaries that occurred in previous fiscal period or planned in the following fiscal periods that will materially affect Company operations and information on justification of such changes**

Our Company and its subsidiary does not have any changes in management and operations that occurred in 2020 or planned in the following fiscal periods will materially affect Company operations.

### **3. Information on written requests of Company shareholders, Capital Markets Board and other governmental authorities submitted to the Investor Relations Department for including a new item into the agenda**

No request has been submitted to the Investor Relations Department in order to include any item into the agenda of the 2020 Extraordinary General Assembly Meeting.

**OUR EXPLANATIONS ON AGENDA ITEMS OF THE EXTRAORDINARY GENERAL  
ASSEMBLY MEETING ON 6 OCTOBER 2021**

**1. Opening, Election of the Chairing Committee and the authorization for signing the minutes of the meeting,**

The Chairman and Council of the Meeting will be selected in accordance with the Turkish Commercial Code and the regulation of the Ministry of Customs and Trade (Regulations) in order to lead the meeting.

Approval of our shareholders will be sought for authorizing the Council of the Meeting to enter the decisions of the General Assembly Meeting into the minutes of the meeting according to the Turkish Commercial Code and the Regulations.

**2. Resolving on the term of office and number of Board of Directors, their election in this regard and determination of independent Board members,**

Election of the Board of Directors whose term has expired will be performed by considering the principles on election of the new members of Board of Directors pursuant to the Turkish Commercial Code and the Regulation. In addition, election of independent members will be performed in accordance with Capital Markets Board Communiqué No. II-17.1.

Members of Board of Directors are elected for a period of three years in accordance with the Article-8 of Article of Association. When General Assembly considers it necessary, Members of Board of Directors could always be changed completely or partially.

At least two of Members of Board of Directors are required to meet the independency criteria as defined by Corporate Governance principles by CMB.

Resumes of Members of Board of Directors are included in **Annex-1**.

**15. Wishes and the closing.**

**ANNEXES:**

**Annex-1** Resumes of the Prospective Members of Board of Directors

## ANNEX-1

### Resumes of the Prospective Members of Board of Directors

#### **Aran Ernest Oelsner, Prospective Member of Board of Directors**

Graduated from the industrial engineering department and holds a master's degree in Business administration. Aran joined the CBC Group in 1993 as an industrial engineer and moved on to various sales positions for 14 years after which he became the CBC Group Sales Director. In 2007, he was appointed CEO of Tara dairy and in 2016, he began his new position as the CBC Group CEO of International Operations.

#### **Joav Asher Nachshon, Prospective Member of Board of Directors**

Graduated from economics and accounting department and holds master's degree in business administration. Joined CBC group in 1998 as group CFO after serving as responsible partner at an auditing company (Deloitte). Serves as CBC group vice chairman and chief finance officer since 2002.

#### **Damla Tolga Birol, Prospective Member of Board of Directors**

Damla Tolga Birol who graduated from Boğaziçi University business administration department in 1986 completed MBA at Indiana University in 1989. She had served as marketing consultant in many companies after working as manager at Procter & Gamble and Emsan Holding respectively. Damla Tolga Birol who joined Turk Tuborg in March 2003 as Marketing VP was promoted as Sales and Marketing VP in March 2005. After serving as CEO deputy and Sales Marketing VP between October 2005 and December 2006, she has been serving as CEO since January 2007

#### **Timur Gökmeral, Prospective Member of Board of Directors**

Timur Gökmeral has over 30 years of managerial experience in the fields of finance, FMCG products and alcoholic beverages. He completed his undergraduate degree in the department of Economy at Boğaziçi University and a master's degree in business administration at Cleveland State University. After working in the banking industry for a short while, he later worked at Unilever Turkey and Unilever Czech Republic in managerial positions covering Information Management Projects, logistics, procurement and mostly in financial affairs. Timur Gökmeral joined Türk Tuborg as Vice President in charge of Finance (CFO) in October 2004 and is currently also in charge of IT and legal affairs.

#### **Metin Zavaro, Prospective Independent Member of the Board of Directors**

Graduated from Koç University business administration and holds a master's degree in business administration from the University of Mc Master. Started his career at TNS Infratest as quantitative research analyst. Serves at Universal Textile and Sourcing Agency as executive responsible from sales and marketing operations in Europe while being a company partner at the same time. Since 2014 serves as founding partner at Bonobo Teknoloji Çözümleri.

#### **Tülin Karabük, Prospective Independent Member of the Board of Directors**

Graduated from Boğaziçi University business management and holds a master's degree in business administration from the University of Wales. Started her career at Eczacıbaşı Group as regional executive of Eastern Europe, she served as vice general manager responsible for sales and marketing, vice general manager responsible for investments at 3M, KVK Mobil Telekom and Turkcell followingly. She also served as member and chairman of the board of directors of group companies. Afterwards, she worked for Arçelik as the deputy general manager responsible for global marketing for 9 years. Serves as an independent board member at Metair Akü Holding in Metair Investments since 2017. She is also an angel investor and management consultant.