

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

In its meeting dated 25.12.2024, our Board of Directors resolved unanimously by the attendees that the Extraordinary General Assembly is to be held on 21.01.2025 Tuesday at 13:00 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, the related announcement is to be made and all the necessary steps to be taken as required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to conduct and finalize the meeting.

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-II) 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 25.12.2024)**

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

### **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 21.01.2025, 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 2024 and are planned to take place in 2025 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 EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 21.01.2025**

### **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. Reading and discussing the authorization letter from the Capital Markets Board and the Republic of Türkiye Ministry of Trade, along with the attached amendment text to Article 7, titled “Capital,” of the Company’s Articles of Association, received for the purpose of increasing the registered capital ceiling and extending its validity period, and submitting the amendment to Article 7 for the approval of the General Assembly**

The authorization letter from the Capital Markets Board and the Republic of Türkiye Ministry of Trade, along with the attached amendment text (APPENDIX-I) to Article 7, titled “Capital,” of the Company’s Articles of Association, received for the purpose of increasing the registered capital ceiling and extending its validity period, will be read out. The amendment text will be opened for discussion and submitted for the approval of Shareholders.

The report has been made available for review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

**3. Petitions and requests.**

**APPENDIX-I: Draft Text for Revision of Articles of Association**

| <b>PREVIOUS TEXT</b>  | <b>NEW TEXT</b>  |
|---|--|
| <p><b>CAPITAL<br/>ARTICLE 7</b></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL 900,000,000 <del>(nine hundred million Turkish Liras)</del>.</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p> <p>In conformity with the relevant provisions of the Capital Market Law and relevant legislation, if required, the Company is authorized to increase its issued capital by issuing new shares up to the registered capital ceiling, to restrict the shareholder's right to purchase new shares and to issue new shares which are above the nominal values. Right to purchase new shares can not be used in a way that will cause inequalities between shareholders.</p> <p>The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between <del>2024-2025</del> (five years). Even if the previously set capital ceiling is not reached as the end of year <del>2025</del>, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.</p> <p>Capital of the company can be increased or decreased in accordance with the Turkish Commercial Code and Capital Markets regulations when necessary.</p> | <p><b>CAPITAL<br/>ARTICLE 7</b></p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law, and has shifted to this system by a permission, ref. 308, dated 25.06.1992, of the Capital Markets Board. The Company has a registered capital ceiling of TL <b>10,000,000,000.-(ten billion Turkish Liras)</b>.</p> <p>Company's issued capital is TL 592,105,263 (five hundred ninety two million one hundred five thousand two hundred sixty three Turkish Liras) and the issued capital has fully been paid in cash free of any collusion.</p> <p>Company's capital is comprised of 592,105,263 shares each with a nominal value of 1 (one) TL. 142,105,263 of the shares are owned by SABMiller Harmony Limited and are registered shares, while 450,000,000 of the shares are bearer shares.</p> <p>New shares cannot be issued unless the price of the issued shares is paid by being fully sold. Shares representing the capital are monitored on registered basis in accordance with registry principles.</p> <p>Except for the cases specified below, each shareholder is entitled to claim new shares issued, pro rata their shares in the capital. In capital increases realized through shareholder's equity, new shares will be allocated to the existing shareholders pro rata their shares in the capital.</p> <p>In conformity with the relevant provisions of the Capital Market Law and relevant legislation, if required, the Company is authorized to increase its issued capital by issuing new shares up to the registered capital ceiling, to restrict the shareholder's right to purchase new shares and to issue new shares which are above the nominal values. Right to purchase new shares can not be used in a way that will cause inequalities between shareholders.</p> <p>The permission by the Capital Markets Board for the registered capital ceiling is valid for the years between <b>2024-2028</b> (five years). Even if the previously set capital ceiling is not reached as the end of year <b>2028</b>, in order for the Board of Directors to increase capital, a new permission for a registered capital ceiling, either at the previously permitted amount or for a higher amount, should be taken from the Capital Markets Board as per a decision of the General Assembly. If the authorization of the Capital Markets Board is not obtained, then the Company can not increase capital by a Board Resolution.</p> <p>Capital of the company can be increased or decreased in accordance with the Turkish Commercial Code and Capital Markets regulations when necessary.</p> |

**APPENDIX-II**  
**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 January 21, 2025 Tuesday, at 13:00 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.**

| Agenda Items (*)  | Accept | Reject | Dissenting Opinion |
|---|--------|--------|--------------------|
| 1. Opening of the meeting and establishment of the Board of the Assembly  |        |        |                    |
| 2. Reading and discussing the authorization letter from the Capital Markets Board and the Republic of Türkiye Ministry of Trade, along with the attached amendment text to Article 7, titled “Capital,” of the Company’s Articles of Association, received for the purpose of increasing the registered capital ceiling and extending its validity period, and submitting the amendment to Article 7 for the approval of the General Assembly |        |        |                    |
| 3. Petitions and requests   |        |        |                    |

(\*)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