



The Code of Ethics Handbook

Coca-Cola İçecek

Dear Colleagues,

I am proud to announce the release of our new Code of Ethics and the new CCI Ethics service, which together will serve us to improve the quality of our work environment along the journey of becoming the best employer and contributing to the sustainable success and growth of our business.

In CCI, we regard integrity and accountability as core values – values which are fundamental to being an ambassador of our company and brands and improving our reputation. To guide us in upholding these values through our behavior and business practices, CCI Code of Ethics highlights four main principles:

1. Act with integrity and honesty.
2. Safeguard business and financial records and keep them accurate, complete and correct.
3. Safeguard interests of CCI and avoid any conflicts of interest.
4. Deal with everyone we encounter fairly and in accordance with laws.

Complementing our Code of Ethics is CCI Ethics, our new e-mail and telephone service that will help us with the implementation of our Code of Ethics by allowing any CCI employee to anonymously report cases that are of ethical concern. Therefore cases that contain claims of breach of law, violation of employee rights, abuse of authority or any other behavior that goes against our Code of Ethics will be subject to investigation. You can use the CCI Ethics service, available in Turkish, English, Russian and Arabic, through email cci@cciethicsline.com and Internet www.cciethicsline.com (login: ethicscci password: cci1886), or by calling +90 212 371 07 32.

We have also designated Ethics and Compliance Officers in all CCI countries and established Ethics and Compliance Committees:

- CCI Ethics and Compliance Committee is composed of CCI's CFO, Human Resources Director, General Counsel, Corporate Affairs Director and Chief Audit Executive. Local Ethics and Compliance Committees are established by respective country General Managers.
- In addition to his role in the committee, CCI General Counsel is also assigned as the Ethics and Compliance Officer for all CCI as well as Turkey.
- In other CCI countries, legal officers that report to the General Manager, or in his/her absence, HR officers that report to the General Manager are designated as Local Ethics and Compliance Officers.

I am confident that as Coca-Cola ambassadors who honor integrity and accountability, we will continue to help each other to ensure that all our practices are transparent, honest and ethical. Contribution by each and every one of you is vitally and equally important to ensure that CCI is the best place to work.

Thank you very much for your attention and support.

Damian Gammell
CEO



Be ethical.

Be honest.

Comply with laws.

Comply and ensure compliance with the Code of Ethics.

Be accountable.



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Being Honest and Reliable throughout the Company

Company's Responsibilities towards Employees

Integrity and reliability are the main principles of Coca-Cola İçecek A.Ş. (the **"Company"** and **"CCI"**). In addition to our values such as leadership, passion, accountability, cooperation, innovation and quality; integrity and accountability principles are the main pillars of our 2020 Vision. Our Company agrees to protect and maintain such values.

Being ethical means doing the right thing. Through being ethical, we reflect, in a positive way, the image and prestige of the Company and our brands in the countries where we operate.

We all would like to do the right thing for the system of the Company. The Code of Ethics (The "Code") will guide us through achieving this goal. The Code sets forth how the employees should behave as company representatives. The Code outlines your responsibilities towards the company, each other and customers, suppliers, consumers and public authorities.

We all must comply with laws, be ethical and honest in everything and take the responsibility of everything we do.

Our Company does not discriminate against any employee because of race, color, religion, gender or physical disabilities when deciding on staff recruitments, compensation or promotions. The Company has adopted the principle of equity with respect to working conditions. Our Company follows a compensation and promotion policy based on employees' qualifications and performance.

The "Open Door" policy allows all employees to easily access the Company's senior management.

The Company exercises due care in protecting the personal data of its employees.

Company's and Employees' Environmental Protection Responsibilities

Our Company acts in line with the social responsibility principle and the environmental legislation while conducting its operations. It designates the Company procedures to be followed on the issue and ensures that its employees comply with the same.

Employees are obliged to comply with the Company's policies and procedures in the field of environmental protection and to report the violations of such policies and procedures to their managers as soon as possible.

Our objective is to adopt "continuous improvement" principle in all our operations, achieve our objectives and targets in the environmental field, lead others in environmental issues, protect the society's health, ensure no harm to the environment and ensure the widespread adoption of such principles.

Our Responsibilities as the Company and Company Employees for Occupational Health and Safety

Our Company takes the required measures to protect occupational safety and health. It complies and ensures compliance with the laws of the countries of operation. Our employees are also responsible to comply procedures and regulations concerning occupational health and safety.

Your Responsibilities

Comply with the Code of Ethics and Laws

It is your responsibility to read and understand the Code. You are obliged to comply with the text of this Code and its content.

Your lack of knowledge of the Code does not constitute an excuse for not complying with it.

You are obliged to comply with laws under any circumstances whatsoever and irrespective of where you are. It should be noted that your actions against the law would lead to personal, as well as corporate legal proceedings and prosecution.

You must learn the laws, regulations and corporate policies and procedures concerning your work and comply with them. Legal departments will help you through on the matter.

Consider Your Actions and Ask for Guidance

In case you are hesitant about any of your actions, please assess the situation by asking yourself the following questions:

- Does it comply with the Code?
- Is it ethical?
- Is it legal?
- Will this situation have a positive impact on our Company's reputation and my own prestige?
- Would I like to read this in a newspaper report?
- Would I avoid telling about this to my family and close ones?

If any of your answers to the following questions is "No", you must not commit such action.

In no event should you act to harm our Company's reputation.

You should never act in a manner that you would be reluctant to tell your family and friends or would not be pleased to read about in the newspapers.

In some cases you may be in doubt. When you begin to invent excuses such as “Everyone does it”, “Just for once”, “No one will notice” or “It would not affect the outcome...” or when others tell you similar things, beware.

These are signs which tell you that you should stop and think or consult other people. The most important of all is to rely on your common sense.

You have several alternatives for consultation. The Code is intended to cover most of the cases employees may encounter; however, it is not possible to include every eventuality in the Code. You may ask any of the following for help:

- Your managers
- Your Local Ethics and Compliance Officer
- Your Ethics & Compliance Officer
- CCI Ethics and Compliance Internet Site: www.ccietikhat.com
www.cciethicsline.com
- CokePort CCI Ethics and Compliance Page
- CCI Ethics Line e-mail: cci@ccietikhat.com
- cci@cciethicsline.com
- CCI Ethics Line: **90-212-371 0732**

The general important rule is: Do not hide or do not take part in Code violations. Speak out! Protect yourself. Protect the Company, ask questions; if you are not convinced, report. You may use any communication channel you like for reports or consultation. Managers are obliged to forward potential breaches of the Code reported to them to the Local Ethics and Compliance Officer as soon as possible.

Employees are obliged to report breaches of the Code or suspected cases of breach to the concerned parties. This obligation also includes reporting cases where any manager or colleague of yours asks you to breach the Code. Best efforts will be made to prevent such cases from causing any negative results for you and also to safeguard confidentiality.

Explanation for the Terms:

Certain words or expressions used in the Code are defined in the Glossary of Terms section provided at the end of the text.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call **+90-212-371 0732.**

What Are the Duties and Responsibilities Expected of Managers?

Promoting the Culture of Ethical and Compliant Behavior

Managers have important responsibilities under the Code. Managers must understand the Code, ask for guidance when necessary and report suspected cases of breach to the appropriate people. Any manager who knows that an employee is planning or thinking to act in breach of the Code and fails to take any action on the issue shall be held responsible together with that employee.

Managers should always lead by example for compliant behavior. As a manager, you must;

- Ensure that all employees under your supervision understand their responsibilities under the Code and other Company policies,
- Create opportunities to discuss the Code and support the employees to help them understand the importance of business ethics and compliance,
- Create an environment where employees can easily express their opinion,
- Consider the Code and other Company policies when evaluating the employees,
- Never encourage or direct the employees to attain business results through compromising ethical management, code or laws, and
- Never allow employees under your supervision to breach the Code or the laws.

Responding to Questions and Concerns

When you are faced with a question or concern related to the Code, listen carefully and pay attention to the employee raising such question or concern. Ask the employee to be clear and provide additional information. Answer the questions if you can, but do not feel obliged to answer the questions immediately. Ask for help when needed. When an employee raises a concern requiring investigation under the Code, please contact with the Local Ethics and Compliance Officer and Ethics and Compliance Officer.

Performing Investigations and Providing Information

Do not initiate any investigation without the knowledge and approval of the Local Ethics and Compliance Officer or Ethics and Compliance Officer and Chief Audit Executive. The Local Ethics and Compliance Officer or Ethics and Compliance Officer will cooperate with the Legal and Human Resources Departments, if deemed necessary, and inform the Internal Audit Department for performing investigations.

You must be cooperative during any investigation. You should never interfere with the person who reported the breach of the Code or provide information during the investigation or never engage in retaliation. You must maintain confidentiality during investigations.

The judicial or administrative officials who require information or documents should be notified that our Company is willing to cooperate, but that the issue should be forwarded to the Legal Department first. The Company lawyer should be informed immediately. However, the legal examination or entry of the authorities should never be prevented.

You must redirect the questions asked by the media to the appropriate person or department unless you are authorized to make press announcements or statements.

When is Written Approval Required?

Some of the actions mentioned in this Code -particularly the use of Company assets for non-business related purposes and certain conflicts of interest - require the advance written approval of the Local Ethics and Compliance Officer. This approval does not have a standard written form. In case the situation persists, this approval must be renewed every year.

Local Ethics and Compliance Officer is the employee assigned to determine such cases and conflicts. You can find out who your Local Ethics and Compliance Officer is on our CokePort CCI Ethics and Compliance Page or consult your Human Resources officer. In the countries where there are Local Legal Officers available, Legal Directors are the Local Ethics and Compliance Officers, whereas Human Resources Top Executive is the Local Ethics and Compliance Officer where there are no Local Legal Officers.

In cases where the Local Ethics and Compliance Officer's approval is required, you can either contact directly the Local Ethics and Compliance Officer or first inform your manager who can help you obtain the required approval. **An online tool is available on CokePort CCI Ethics and Compliance Page, which will facilitate the approval process.**

For Local Ethics and Compliance Officers, the approval should be obtained from the Ethics and Compliance Officer of CCI. For managers directly reporting to the **Chief Executive Officer ("CEO")** and for Country General Managers, written approval should be obtained from the CEO of CCI, and for the CEO, written approval should be obtained from the Board of Directors or a board assigned by the Board of Directors. For approvals related to CCI and Coca-Cola Satış ve Dağıtım Anonim Şirketi ("**CCSD**") Board Members, the approval should be obtained from the Chairman' of the CCI Board.

Who Must Comply with the Code?

This Code is applicable to all employees of CCI and all its subsidiaries in which CCI holds majority shares or management control, as well as to Board Members of CCI and CCSD. The terms "CCI" and the "Company" used herein shall be deemed to refer to all their assets.

The Code and the Law

Company operations and Company employees are subject to laws of various countries and jurisdictions all over the world. In all cases, employees are expected to comply with the Code and applicable government laws and legislation. You must not commit any act which is prohibited by the Code or the laws.

CCI is obliged to conduct its operations under the laws applicable in the country of operation. If you have doubts about which laws apply to you or you believe that a conflict of interest exists between different applicable laws, consult the Company Legal Consultant.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Raising Concerns

We all have an obligation to uphold the ethical standards of the CCI system. In any case that concerns you or in the event you realize any breach of the Code, report it immediately. Thus, the Company may get the opportunity to deal with the issue and the issue may be resolved without breaching the laws or without compromising health, safety or damaging the Company reputation.

References

You have several alternatives to express your thoughts and concerns. You may contact any of the following:

- Your managers
 - Your Local Ethics and Compliance Officer
 - Your Ethics & Compliance Officer
 - CCI Ethics and Compliance Internet Site: www.ccietikhat.com
www.cciethicsline.com
 - CokePort CCI Ethics and Compliance Page
 - CCI Ethics Line e-mail: cci@ccietikhat.com
 - cci@cciethicsline.com
 - CCI Ethics Line: **90-212-371 0732**
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- Reports made to CCI Code of Ethics E-Mail and Phone Line may be made anonymously.
 - Communication channels are available 7/24. There are translators providing translation services online in Russian, Arabic, Turkish and English languages.
 - Reports made are forwarded to Ethics & Compliance Officer.

Confidentiality

When you report to Ethics & Compliance Officer or any of the Code of Ethics Communication Channels, revealing your identity with the aim of facilitating communication will be at your discretion. You may keep your identity confidential if you wish. If you disclose your identity, Ethics & Compliance Officer and researchers will take all reasonable precautions to keep your identity confidential to ensure a complete and fair research method. Disclosure or non-disclosure of your identity will have no negative impact upon the process of evaluation of your report. Avoid discussing these issues or any other investigation with employees in order to help maintaining confidentiality. You may disclose your identity if you would like to be notified on the result of the investigation.

Investigations

The Company takes seriously every report on all potential misconducts. As the Company, we investigate the issue in confidence, determine whether there is any breach of the Code or the laws, and in case of any breach, we take corrective actions. In case you are involved in any investigation related to the Code, you should be cooperative and answer all questions completely and honestly.

Do not initiate any investigation for violation of the Code without the knowledge and approval of the Ethics & Compliance Officer and the Company's Chief Audit Executive.

You should report any acts of non-compliance with the law or Company policies as specified above. The Ethics & Compliance Officer will review the reports and then make a request from relevant departments to start an investigation of the matter and inform the Internal Audit Department. The investigation may require different expertise. Investigation can be conducted by the Internal Audit Department, Human Resources Department, Legal Department or Finance Department depending on potential Code of Ethics matter's nature. Since the investigation of the breach of the Code is a sensitive issue requiring expertise, the responsibility lies with the Chief Audit Executive. The Chief Audit Executive will conduct the investigation in cooperation with the Legal, Human Resources and Finance Departments. When the act subject to investigation is related to any of the said departments, this provision shall not apply. Therefore, do not initiate any investigation without the knowledge and approval of the Local Ethics and Compliance Officer, Ethics and Compliance Officer and the Company's Chief Audit Executive.

The Chief Audit Executive provides consulting services to management in the application of the Code, and the determination of corrective actions and disciplinary measures.

The Chief Audit Executive shall regularly report any breaches of the Code and the corrective and preventive actions taken to the Audit Committee.

The Internal Audit Department of our Company is entitled to carry out the investigations required in the appropriate manner on behalf of the Chief Audit Executive. The Chief Audit Executive, in consultation with the experts during the investigation, shall inform the Ethics and Compliance Committee of the final decision as to whether the Code has been breached, as well as recommendations for corrective and preventive actions.

If the allegation made about an employee is of a criminal nature or non-compliance with the laws and regulations the Internal Audit Department shall act jointly and carry out the investigation together with the Legal Department.

No Retaliation and Whistle Blower System

The Company values the assistance provided by the employees contributing to the solution of a problem.

No retaliation (any adverse employment action including discrimination, degradation, suspension, loss of benefits, threat or harassment) may be directed against employees who have raised concerns about any problem honestly and in good faith. Any act contrary to the foregoing shall be deemed a breach of the Code.

If you work with a person who has raised concerns on any issue or who has provided information during an investigation, you should continue to be kind and respectful towards him/her. If you believe that any person is engaged in retaliation against yourself, you can notify the Ethics & Compliance Officer on the issue or use any of the Confidential Communication Channels.

No retaliation will ever take place against those who ask for advice regarding the Code or report a compliance issue in good faith only. The Company will not allow abuse of company procedures and systems.

If a person against whom an investigation that will have a negative influence upon him/her is initiated makes reports after such investigation, such reports shall be considered as mitigating circumstances in his/her favor.

Whether the employee acted in cooperation, whether the crime was committed for the first time or repeated shall be considered as mitigating and aggravating factors when deciding on the disciplinary actions to be taken by the Ethics and Compliance Committee, and a penalty shall be determined in the light of such factors.

These provisions shall apply to internal Code of Ethics matters only and to those who report a case which is not known to anyone, or who report with the aim of contributing to the resolution of an ongoing investigation.

The general important rule is: When you suspect a breach of the Code, speak out! Protect yourself. Protect the Company, ask questions; if you are not convinced, report.

Making False Accusations

The Company shall protect each employee who has expressed honestly his/her concern; however making a false accusation or lying to investigation officers on purpose, preventing any investigation under the Code or refusing to cooperate shall be deemed a breach of the Code. You do not need to be absolutely right in order to report any issue; it is enough for you to believe that the information you provide is true.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Integrity and Reliability throughout the Company

The principles of integrity and reliability start from being honest and reliable throughout the Company. This principle also governs the way we manage the Company records, assets and information.

16 Business and Financial Records

17 Company Assets

20 Use of Information

Integrity and Reliability throughout the Company

Business and Financial Records

Ensure that all business and financial records of the Company are correct. In addition to financial accounting records, these records also include quality reports, time schedules, expense reports, progress forms, CVs and other records.

Not only the accounting and finance staff, but also everyone is obliged to ensure that business and financial records are kept completely and correctly. Accurate record-keeping and reporting makes positive impact on the Company reputation and reliability, and helps the Company to fulfill its responsibilities under the **laws and legislation**.

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the entrance of revenue and expenses in order to achieve budget objectives.
- Estimates and accruals should be supported by appropriate documentation and be based on your best judgment.
- Make sure that the reports to be submitted to Public Authorities are complete, fair, correct, timely and clear.
- Never make any alteration on any document.
- Never change the real nature of any transaction.
- Never allow others to engage in tax evasion or violation of local currency laws. Therefore, payments should generally be made only to persons or companies providing goods and services. Payments should be made in the country of operation of the supplier or in the country where the supplier sells products and provides services, unless the Supplier would like the payments to be made to another legal entity or has sold its accounts receivable to another legal entity. All exceptions on the issue should be approved by the Ethics & Compliance Officer.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Business and Financial Records (continued)

Striving for Accuracy

Employees should pay careful attention when preparing documents for the Company; however honest mistakes may occur from time to time. False declaration or improper entrance of transactions on purpose or alteration of Company's business records are deemed breach of the Code.

EXAMPLES

1. An employee files an application with a document alleging that his/her children are full-time students and attempts to have his/her adult children insured under the Company's health insurance policy. However, the children are not students in fact. -The employee has made an alteration on the Company records and committed false declaration.
2. When the year-end is getting closer, a sales executive realizes that the annual marketing budget is exceeded, and calls the suppliers and asks them whether they can postpone the invoices relating to the services to be received thereafter to the next year. - Such a procedure cannot be followed. It is essential for all revenue and expenses to be entered into records in the actual accrual period.
3. An employee alleges to have worked overtime on a weekend, and issues an overtime schedule. His/her supervisor cannot make sure whether she/he has worked overtime and reviews the building entry records. - When the employee is informed that there is no document proving his/her entry to the Company on the weekend, she/he admits to have altered the overtime schedule. The Code of Ethics has been breached.
4. Two employees going on a business trip have a meal in a restaurant. One of them pays the bill and the Company reimburses such expenses. The other employee submits to the Company the second copy of this bill and requests reimbursement despite not having spent any money. The second employee has breached the Code of Ethics.
5. A customer asks a salesperson to alter an invoice. She/he asks the salesperson to write a higher amount on the invoice and to change the place of dispatch. In addition, the customer tells the salesperson that she/he will stop doing business with such company if she/he fails to do so. - Being aware that such kind of a request constitutes breach of the Code of Ethics, the employee refuses the customer's request and informs the customer's manager later on. - This is the right thing to do.

Company Assets

Protect and use the Company assets as necessary.

Do not use the Company assets for your personal benefit or to the benefit of anyone other than the Company.

- Use your common sense. For example, your personal phone calls to be frequently made from your work place may be acceptable. However, extreme number of personal phone calls or personal e-mails means misuse of the assets.
- The Company policy may allow the personal use of certain assets such as Company cars or wireless communication devices. Check the local policies to make sure that the Company assets are used as necessary.

Theft of Company assets – Taking Company products, equipment or information outside the Company without permission or physical theft such as misappropriation or false declaration of dates or expenses on purpose may result in termination of the employment or penal proceedings. The Company treats theft of assets owned by other employees in the workplace in the same manner it treats theft of Company assets.

Use of Company assets outside the scope of your responsibilities - e.g. use of your business outputs at the Company in any enterprise outside the Company or use of Company materials and equipment for your personal benefit - requires prior approval of the – Local Ethics and Compliance Officer . If you use the said asset outside work, you must renew this approval each year.

Use of Time, Equipment and Other Assets

- Do not deal with your personal affairs during business hours in a manner to disrupt or prevent the fulfillment of your responsibilities.
- Do not use Company computers or equipment for other works or illegal or unethical activities such as gambling and pornography.
- Do not use your position in the Company or the knowledge you gained through the use of Company assets or information as an opportunity for financial gain.

Examples to Company Assets

- Company funds
- Company products
- The time an employee spends at work (this includes the time spent in trainings, business trips and meetings)
- Company assets which may be subject to intellectual property rights
- Computer systems and software
- Phones
- Wireless communication devices
- Copier machines
- Tickets to concerts or sports activities
- Company cars
- Company proprietary information
- Company brands

EXAMPLES

1. An employee uses Company computers and materials, as well as time at work in order to design and print another employee's wedding invitations and another one's birth announcement cards. -The employee has misused Company assets.
2. I am a marketing manager, and, I became a volunteer for teaching a marketing-related class in a local college. I believe a discussion on how the Company developed several marketing campaigns will be useful for my students. Can I discuss this in the class? - You can do that only upon obtaining the prior approval of your Local Ethics and Compliance Officer. Development of marketing campaigns is a business output of the Company, and, it may not be appropriate to take it outside the Company.
3. A manager asks his/her executive assistant to perform his/her personal works during business hours (e.g. pick-up of clothes from dry cleaning, balancing a personal check book or doing shopping to buy gifts). - The manager has misused the working time of the assistant, which is a Company asset.
4. A marketing employee has access to tickets to sports activities, which are used as a promotion tool for consumers. The employee sends some of such tickets to an acquaintance who works in a hotel chain, in return for free hotel stays. -The employee has misused Company assets.
5. One of the data processing employees of the Company starts to market his/her expertise in return for a price and charge others for such services provided using the materials she/he developed within the scope of his works for the company, and starts to deliver speeches at other companies. - Since written approval has not been obtained for such acts, the Code of Ethics has been breached.
6. An employee uses the landline phone at the office and the mobile phone allocated to his/her use for personal use to an excessive extent. - This may not be considered to be a material event; however if the Company's time loss and phone service costs reach significant amount, this may constitute a breach of the Code of Ethics, and the issue needs to be reviewed.
7. A friend of a specialist working in Human Resources department would like to learn the e-mail addresses of Company employees. His/her aim is to solicit Company employees contacting them through their e-mail addresses. - Being aware that this constitutes undue use of company assets, Human Resources specialist reports this case and does not disclose the addresses. This is the right thing to do.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Use of Information

Protect all non-public information owned by the Company including contract and pricing information, marketing plans, technical specifications and employee information.

Non-public Information

Do not share non-public information with people from outside the Company including your family members and friends, unless it is needed for business purposes. Even when sharing information is required for business purposes, take necessary measures such as concluding non-disclosure agreements to prevent misuse of information.

Do not share non-public information with people from outside the Company unless they need to know such information for business purposes and the information is not classified under the Information Security Policy.

Employees are always required to protect non-public information owned by the Company outside the workplace and working hours, even after termination of their employment.

Maintain or discard company records in line with the Company's record keeping policies. Company Legal Consultant may issue notices for retaining records that may be needed in the case of actual or threatened legal lawsuits or administrative investigations. Employees are obliged to act in line with the instructions included in such notices. Otherwise, the Company and employees would face significant legal risks.

For more guides and tips on retaining information, please refer to Information Security Policy.

What does Non-public Information mean?

It means the information not disclosed, or made accessible by the Company to the public. Some examples to non-public information are provided below:

- Employees
- Inventions
- Agreements
- Strategic and business plans
- Material changes in management
- Newly-launched products
- Mergers and Acquisitions
- Technical Specifications
- Pricing
- Proposals
- Financial data
- Product costs

EXAMPLES

1. I have accidentally received an e-mail containing information about some employees' salaries. Can I share it with others at work? - No. You or your colleagues do not need to know this information for business purposes. You must delete this e-mail and inform the sender on the mistake. Sharing the information with other colleagues shall be deemed a breach of the Code of Ethics.
2. One of the employees in the Company is excited about the upcoming launch of a new product he/she works on, and shares the details about the product with his/her family members and friends. - The employee has improperly disclosed non-public information in this case.
3. A marketing manager prepares the speech to be delivered at a new promotion event related to the company. She/he enthusiastically wishes to discuss the plan she/he is preparing with a friend from outside. Having doubt as to whether this constitutes a breach of the Code of Ethics, she/he consults his/her manager. - Consulting one's manager is the right thing to do. The Manager explains that discussion of confidential information owned by the Company with others constitutes a breach of the Code of Ethics, regardless of whether such persons to be discussed with work at a rival company or a customer's or a supplier's company.
4. A manager looks for a supplier to provide construction services and receives three closed bids for such work. He/she would like to award the contract to one of them, and thus provides with such bidder with the details on the other two companies' bids. This is definitely wrong and constitutes a breach of the Code of Ethics.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Use of Information (continued)

Use of Company Information for Personal Commercial Benefit - Insider Trading

Trading shares and securities on the basis of non-public Company information or providing others with non-public Company information for trading purposes is illegal for those who commit such acts and may result in prosecution.

With respect to insider information, the Company started to impose a "Restriction Period" on 30 June 2009, which is listed and followed-up in line with the securities legislation. Accordingly, employees who have access to insider information, Members of the Board of Directors and Legal Auditors are not allowed to trade publicly-traded company stocks for 3 weeks before the disclosure of financial statements and for 4 weeks before the disclosure of annual financial statements. The starting and ending dates of the Silent Period and Restriction Period, which are imposed in line with CCI Information Policy, are provided on our corporate internet site www.cci.com.tr, on Calendar section under the Investor Relations heading.

For more information, please refer to Insider Trading Policy.

EXAMPLE

A small-sized company

Q: I have learned that the Company intends to acquire a small-sized beverage company. Can I buy this company's stocks as I expect it to be acquired?

A: No. Regardless of whether you will trade either the stocks of CCI or any other company, trading stocks on the basis of non-public Company information is illegal and contrary to the Code of Ethics.

Confidentiality

The Company respects the privacy of the information owned by all employees, business partners and consumers. We have to manage personal information responsibly and in accordance with all applicable privacy laws. Employees possessing information of others:

- Should act in line with applicable laws;
- Should act in accordance with the obligations arising from the relevant agreement;
- Should gather, use and process such kind of information only for legal business purposes;
- Should limit access to such information only with people who need to know such information for legal business purposes; and
- Should exercise caution to prevent unauthorized disclosure of such information.

For more detailed information and assistance on management of personal information and description of protected information, please refer to Privacy Policy.

Conflicts of Interest

This section of the Code sets forth rules relating to some general conflicts of interest. However, the Code does not cover all potential conflicts of interest. Therefore, you need to use your judgment and common sense. Ask for help when you are hesitant about anything.

- 24** Outside Investments
- 25** Outside Employment, Speeches and Presentations
- 25** Outside Service as an Officer or Director
- 26** Relatives and Friends
- 28** Gifts, Meals and Entertainment

Conflicts of Interest

Safeguard the interests of CCI during the term of service at the Company. A conflict of interest arises when your personal activities or relationships interfere, or appear to interfere, with your ability to act in the best interest of the Company.

Take particular care if you are responsible for selecting or dealing with a supplier on behalf of the Company. Your personal interests and relationships must not interfere, or appear to interfere, with your ability to make decisions in the best interest of the Company. When selecting suppliers, always follow applicable Company Procurement Guidelines.

Outside Investments

Avoid investments that could affect, or appear to affect, your decision making on behalf of the Company. Specific guidelines apply to ownership of stocks of a customer, supplier or competitor of CCI (Note: Franchise bottlers of Company-trademarked products are considered customers):

- If you have discretionary authority in dealing with a company as part of your job with CCI, you may not have any financial interest in that company without prior written approval from your Local Ethics and Compliance Officer.
- If you do not have discretionary authority in dealing with a company as part of your job, you may own up to 1% of the stock of the relevant company.
- You may own more than 1% of the stock of any customer, supplier or competitor only with the prior written approval of your Local Ethics and Compliance Officer.
- You must renew Local Ethics and Compliance Officer approval annually if you continue to own the stock.

Determining Conflicts of Interest

In case of any potential conflict of interest, ask yourself:

- Could my personal interests interfere with those of the Company?
- Might it leave such an impression upon others, either inside or outside of the Company?

If you are unsure, seek assistance and guidance.

Müşterek Yatırım Fonları

Şirket dışı bu tür yatırımlara ilişkin sınırlamalar, müşterek yatırım fonları veya çalışanın fona dahil şirketler üzerinde doğrudan kontrolünün olmadığı benzer yatırımlar için geçerli değildir.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Outside Employment, Speeches and Presentations

You may be employed outside of CCI, as long as your outside employment does not interfere with your ability to do your job at the Company. Refer also to local employment policies and contracts, which may impose additional restrictions in relation to this matter.

You may not be employed (directly or indirectly) by, or otherwise provide services for or receive payment from, any customer, supplier or competitor of the Company without prior written approval from your Local Ethics and Compliance Officer. You must renew this approval annually.

If:

- You are giving the speech or presentation as part of your job within the Company;
- The speech or presentation describes your job within the Company; or
- You are formally identified at the speech or presentation as an employee of the Company;

You must have prior written approval from your Local Ethics Officer before accepting reimbursement for expenses, or any other payment, for speeches or presentations outside the Company.

Outside Service as an Officer or Director

You may serve as an officer or member of the board of directors of another profit-oriented business only with prior written approval of your Local Ethics and Compliance Officer. You must renew this approval annually.

Approval is not required for the following:

- Service as an officer or director of another affiliate of us at the request of CCI (other approvals may be necessary in such a case, however, as per the Delegation of Authority); or
- Service as an officer or director of a charitable or other non-profit organization or trade organization, or for service as an officer or director of a family-owned business, unless the business is a customer, supplier or competitor of CCI.

Serving as a Director at one of our Affiliates at the Request of Coca-Cola İçecek

If you serve as an officer of another affiliate of us at the request of CCI and if stock ownership is required as a condition of service as an officer, you may own up to 1% of the stock of that company without the approval of the Local Ethics and Compliance Officer. If you serve as a director of another company at the request of CCI and receive a salary for your service as a director, you may retain the salary if the company you are working for is publicly traded. However, if the company is privately held, you must remit the salary to a non-governmental organization to be designated by CCI.

If you have any questions or concerns, please visit www.cciethikhat.com or www.cciethicsline.com, or mail to cci@ccietikhathat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Your personal works and relationships should not conflict with company interests or the impression of such a conflict should be avoided. All potential conflicts of interest may not be covered under the Code. Thus, please use your judgment and common sense. Consult when in doubt.

Board directors may hold shares in a competitor company or a customer's or supplier's company. However, in such cases, such board directors may not vote for board resolutions which may have a direct impact upon the existing relation with the company in which they hold shares.

Relatives and Friends

Many employees have relatives who are employed by or invest in customers or suppliers of the Company. Provided that the restrictions arising from the legal legislation the Company is subject to are taken into consideration;

- Unless you have discretionary authority in dealing with any of these companies as part of your job within the Company; or
- Your relative engages in business with the Company on behalf of the other company, these financial interests do not create a conflict of interest under the Code.

In both cases, you must have written approval from your Local Ethics and Compliance Officer, and you must renew this approval annually. If there are restrictions the Company is subject to, first these restrictions shall apply.

If your relative is employed by a competitor of the Company, you must obtain written approval from the Local Ethics and Compliance Officer, and renew it annually.

You may have friends who are employed by, or hold shares in, customers or suppliers of CCI. If you engage in business with such a customer or supplier, take

care to ensure that your friendship does not affect, or appear to affect, your ability to act in the best interest of the Company. If you are not sure about whether your friendship may cause a problem, consult your manager or Local Ethics and Compliance Officer.

In case you have a financial interest in any transaction performed between the Company or a third company (e.g. an indirect interest that may be derived by a family member), such interest relationship needs to be approved as set forth above before the transaction takes place.

In addition, your personal relationships at work must not influence your ability to act in the best interest of the Company, and must not affect any employment relationship. Decisions related to employees should be based on their qualifications, performance, skills and experience.

Who is “My Relative” under the Code?

All relatives up to 3rd degree, their spouses and domestic partners are considered relatives. Also any family member who lives with you or who is financially dependent on you, or on whom you are financially dependent is considered relative. Even when dealing with family members beyond the scope of this definition, you must not allow your relationship to interfere, or appear to interfere, with your ability to act in the best interest of the Company.

EXAMPLES

1. It is my duty to select suppliers for the Company. One of the suppliers being considered is a company owned by my spouse. Do I need to take any precautions for that? In such a case, your spouse’s business conflicts— or at least appears to conflict—with your responsibility to select the best supplier for the Company. You should consult your manager or the Local Ethics Officer. The best course of action is either for you not to be involved in the selection process at all, or for your spouse’s business to be removed from the list of the supplier companies being considered.
2. My sibling works for Company X, which is one of our customers, but she/he has no business relationships with the Company. I work in Sales department, but have had no direct relationship with Company X. However, I now have been asked to manage the Company X account. What should I do? Tell your manager about your sibling’s employment, because in your new job you will have discretionary authority in the business relationship with Company X. If your manager still wants you to manage the Company X account, obtain the written approval of the Local Ethics and Compliance Officer.
3. The spouse of an administrative affairs assistant is an office supplies supplier, and such company’s sales prices are lower than all other companies’ sales prices. The assistant’s duties at the Company include ordering office supplies, and, thus, the assistant orders supplies from the company of his/her spouse. However, the assistant fails to obtain the written approval for this transaction performed with

one of his/her family members. – The employee has breached the Code of Ethics. All transactions performed by the employee in which the employee has a financial interest need to be approved in advance.

4. A sales executive considers buying shares in a National Market chain, which is one of its customers, and consults his/her manager to determine whether this constitutes a breach of the Code of Ethics. – The Manager reviews the issue and explains that investing in the customer's field of operation without obtaining an approval therefor constitutes breach of the Code of Ethics. The rationale behind that breach is that such sales executive has the discretion over the relations with this customer, and in cases where the employee has a financial interest, the employee may have difficulty in keeping the customer at an arms' length.

5. A sales supervisor's cousin has a market in the region of such sales supervisor. The sales supervisor would like to learn whether this relationship constitutes a special condition. – Yes, this is a special condition. All customers deserve a fair and equitable treatment. Even though no privilege is attached to the market owned by the employee's cousin, the existing relationship may cause such an impression. Thus, the sales supervisor should inform his/her manager on this relationship. The Manager should include this market within another sales supervisor's purview.

6. The spouse of one of the Quality Assurance department employees works in a large institution, which is one of the company's suppliers. The employee does not hold any position in his/her spouse's company, does not do business with such institution and does not take place in decision-making processes of such institution. Does the employee need to explain this relationship? - No. However, if the employee's position changes and the employee participates in such company's transactions because of his/her relationship with such institution or because of a change in his/her spouse's job, approval should be obtained from the Local Ethics and Compliance Officer or Ethics and Compliance Officer.

Gifts, Meals and Entertainment

A distance should be kept with customers and suppliers when giving gifts to or accepting gifts from them.

Do not accept gifts, meals or entertainment, or any other favor, from customers or suppliers if doing so might prevent, or appear to prevent, you from making objective business decisions in the best interest of the Company.

Acceptance of gifts, meals or entertainment that exceeds the following limitations must be approved in writing by the Local Ethics and Compliance Officer.

Gifts

- Do not accept gifts in exchange for doing, or promising to do, anything for a customer or supplier.
- Do not ask for gifts from a customer or supplier.
- Do not accept gifts of cash or cash equivalents, such as gift cards.
- Do not accept gifts exceeding the limits prescribed by the laws. Examples

of acceptable gifts include a logo pen or t-shirt, or a small gift basket at holiday time, whose value lies within the limits prescribed by the laws.

- Gifts of symbolic value, such as plaques and statues that are inscribed in recognition of a business relationship, may be accepted.
- Gifts or discounts offered to a large group of employees as part of an agreement between the Company and a customer or supplier may be accepted and used as intended by the customer or supplier.

Meals and Entertainment

- Do not accept meals or entertainment in exchange for doing, or promising to do, anything for a customer or supplier.
- Do not ask for meals or entertainment from a customer or supplier.
- You may accept occasional meals and entertainment from customers and suppliers if the event is attended by the customer or supplier, and the costs involved are in line with local standards for business-related meals and entertainment. For example, ordinary business meals and attendance at local sporting events are generally acceptable.

Special Discounts

If an employee who manages the Company's relationship with a travel agency accepts from the agency discounted rates for personal travel that are not available to other employees, she/he shall have violated the Code provisions on conflicts of interest by accepting this personal benefit.

Travel and Premium Events

If you are invited by a customer or supplier to an event involving out-of-town travel or overnight stay, or to a premium event such as the Olympics, World Cup or Champions Cup games, consult your manager to determine if there is adequate business rationale for your attendance. If there is, the Company should pay for your travel and attendance at the event.

Refusing Gifts, Meals and Entertainment

If you are offered a gift, meal or entertainment that exceeds the limits noted above, politely decline and explain the Company's ethical rules. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you may accept the gift, but should notify the Local Ethics and Compliance Officer on the issue. The Local Ethics and Compliance Officer will work with you either to donate the item to a charity, or to distribute the item among a large group of employees.

Gifts, Meals and Entertainment for Customers and Suppliers

You should note that we always have to be honest and consistent and should be fair against all customers, suppliers, competitors and employees of the Company.

Always be sensitive to our customers' and suppliers' own rules on receiving gifts, meals and entertainment. Adopt a manner that you would like others to adopt against you in relation to gifts, meals and entertainment offered to customers and suppliers.

Do not give Company stocks as a gift on behalf of the Company under any circumstances.

Tickets and Accommodation for Personal Use

Tickets to sporting events or other entertainment activities that are offered by a customer or supplier, without attendance by the customer or supplier, are considered gifts. These tickets should not be accepted, unless offered to a large group of employees as part of an agreement between the Company and the customer or supplier. The same applies to personal use of a house or vacation home, or personal travel on an aircraft.

Local Rules

The managers in the countries we operate may impose more specific local restrictions on the acceptance of gifts, meals or entertainment such as particular monetary thresholds, in consultation with the Local Ethics and Compliance Officer. All local rules shall be reported to the Ethics & Compliance Officer.

EXAMPLES

1. A supplier who conducts significant business with the Company sends an expensive watch to the purchasing director as a gift. The purchasing director and the supplier are good friends. The purchasing director returns the gift explaining the requirements of the Code of Ethics and informs his/her manager on the case. - This is the right thing to do. The proposed gift may have an impact upon purchasing decisions, and may also cause some other negative consequences.
2. A manager borrows a significant amount from one of the company suppliers for himself/herself. She/he fails to obtain approval therefor in advance. - Since the debt was not repaid, the supplier notifies the company representatives of the situation and the employment contract of the manager who engaged in such a relationship is terminated.
3. A manager supervises a contractor performing renovation works at the company. The contractor states that it has free time available and that it may do some works in the manager's own house on a special discount. The manager refuses this offer and notifies his/her manager of the situation. - The decision is correct.

Integrity and Reliability in Relations with Other Institutions

Relations of CCI with external institutions play an important role in the Company's success. We must deal fairly and lawfully with everyone we encounter.

- 32** Relations with Public Authorities and Government Officials.
- 35** Relations with Customers, Suppliers and Consumers
- 35** Relations with Competitors
- 36** Competition Law
- 36** Competitive Intelligence

Integrity and Reliability in Relations with Other Institutions

Relations with Public Authorities and Government Officials.

No pecuniary or non-pecuniary interest may be offered to a government official.

Bribes Are Prohibited

A bribe is giving or offering to give anything of value to a government official to influence a discretionary decision. Examples of bribe include payment to a government official to encourage a decision to award or continue business relations to influence the outcome of an administrative audit or inspection, or to influence tax or other legal obligations. Consult the Company Legal Counsel regarding anti-bribery laws such as U.S. Foreign Corrupt Practices Act, U.K. Bribery Act and Turkish Penal Code as well as other relevant local laws.

“Anything of Value”

This phrase means anything that might have value to a government official, including cash, gifts, meals, entertainment, business opportunities, Company products, offers of employment and more. There is no monetary threshold; any amount could be construed as a bribe.

Turkish Penal Code

Since CCI is incorporated in the Republic of Turkey, the relevant articles of the Turkish Penal Code prohibiting bribes to government officials outside Turkey applies to Company employees in all the countries of operation. Consult the Company Legal Counsel about other local laws that may be applicable.

Relations with Public Authorities and Government Officials (continued)

Anti-Bribery

Government Officials May Not Be Employed -

In case a person who has previously served as a government official and whose public employment has been terminated is intended to be employed, strict compliance with the restrictions provided for in the legislation to which such person is subject is required.

Improper Payments Made By Third Parties

The Company may be held liable for bribes paid by third party agents or consultants acting on the Company’s behalf. Take particular care when evaluating a third party who might interact with a government authority on behalf of the

Company. If you believe that an agent or consultant may attempt to bribe a government official, you must not engage in a business relationship with this third-party agent or consultant. Also, you must ensure that all agents and consultants agree to abide by the Code of Ethics for the Suppliers of CCI, which contains anti-bribery provisions.

Who Are Government Officials?

- Employees of any government entity or government-controlled entity anywhere in the world
- Political parties and party officials
- Candidates for political office
- Employees of international organizations, such as the United Nations

It is your responsibility to understand whether someone you deal with is a government official. Consult the Company Legal Counsel when in doubt.

EXAMPLES

A Sign of Good Will

Q: When a public health inspector arrives at a Company manufacturing plant, may I present a case of product to the inspector as a sign of good will?

A: No. You should never give anything of value to a government official without prior approval from the Company Legal Counsel. The Legal Counsel would advise you that giving the product, or anything else of value, to the health inspector under these circumstances could be perceived as a bribe intended to influence the inspector's inspection of the facility.

Increase in Commission

Q: A consultant the Company recently asked us to make a significant increase in commission in order to assist with government relations. I suspect the consultant intends to give this money to local officials as bribe. What should I do?

A: Report your suspicions to the Company Legal Counsel immediately. No such payments should be made to the consultant until the Company has investigated your concerns.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Relations with Public Authorities and Government Officials (continued)

Political Activity

The Company is not involved in employees' affiliation with political processes. The laws of the relevant countries have to be abided by with respect to such activities.

Personal Political Activity

- The Company will not provide monetary support to employees for personal political activity.
- Your job must not be affected by your personal political views or your choice in political contributions.
- Do not use the Company's reputation or assets, including your time at work, to further your own political activities or interests.

A Political Friend

Q: My friend is running for political office, and I would like to help with the campaign. Is that possible?

A: Yes. Your personal political activity is your business. Just make sure that you do not use Company resources, including Company time, e-mail or the Company name, to advance the campaign.

Trade Restrictions

The Company must comply with all applicable trade restrictions and boycotts imposed by the government of the Republic of Turkey, and also U.S. government since it has shareholders of U.S. origin. These restrictions prohibit our Company from engaging in certain business activities in specified countries, and with specified individuals and entities. These restrictions include, for example, prohibitions on interaction with identified terrorist organizations or narcotics traffickers. Severe sanctions such as fines and imprisonment are imposed for non-compliance with such restrictions; and, the Company may be prohibited from participation in certain trade enterprises.

The Company also must abide by anti-boycott laws that prohibit the Company from participating in any international boycott not approved by the government of the Republic of Turkey or by the U.S. government.

Ticaret Sınırlamaları ve Boykotlar

Bu konuyla ilgili yükümlülüklerinize ilişkin sorularınız için Şirket Hukuk Müşaviriyle temasa geçin.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Relations with Customers, Suppliers and Consumers

The Company values its partnerships with customers, suppliers and consumers. Treat these partners in the same manner we expect to be treated.

Always deal fairly with customers, suppliers and consumers, treating them honestly and with respect:

- Do not engage in unfair, deceptive or misleading practices.
- Always present Company products in an honest and forthright manner.

We expect that our suppliers will take no action contrary to the principles of our Code. Accordingly, each employee involved in supplier relations should ensure adherence to the Code of Ethics for Suppliers to Coca-Cola İçecek as a condition of the supplier agreement.

EXAMPLES

A Lengthy Report

A customer asks a sales executive to prepare a lengthy and detailed report, including product information that would take much effort to acquire. The sales executive fills the report with false data, in order to get something back to the customer quickly. These actions are dishonest and constitute unfair treatment of a customer.

Customer Meeting

Q: I am attending a customer meeting with another Company employee, and the other employee makes what I believe to be an intentionally false statement about our capabilities. What should I do?

A: Correct the mistake during the meeting if possible. If it is not possible, discuss the issue with the employee, your manager, or another responsible Company personnel after the meeting, and ensure that the Company corrects the misunderstanding. If you are correct that the other employee intentionally lied to a customer, the employee has violated the Code.

Relations with Competitors

Take care in dealing with competitors, and gathering information about competitors. Various laws govern these sensitive relationships.

Competition Law

The Company competes fairly, and complies with all applicable competition laws in the countries of operation. These laws often are complex, and vary considerably from country to country both with respect to their coverage and their geographic reach. Any conduct which is permissible in one country may be unlawful in another. Penalties for violation of the law can be severe.

Thus, the Company provides its employees with the Competition Law Guidelines containing competition law provisions, as well as necessary trainings. Employees should consult the Company Legal Counsel and these Guidelines in order to understand the particular competition laws and rules that may be applicable to them. The Disciplinary Practices Procedure for the Violation of the Competition Law published by CCI is a natural and integral part of the Code.

If you have any questions or concerns, please visit www.ccietikhat.com or www.cciethicsline.com, or mail to cci@ccietikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Relations with Competitors (continued)

Competitive Intelligence

Employees may collect, share and use public information, which is accessible in the market, about our competitors. However, that should be done only in a legal and ethical manner. Just as the Company values and protects its own non-public information, we respect the non-public information of other companies.

Acceptable Intelligence Gathering

It is acceptable to collect information about competitors through publicly available information or ethical inquiries, provided that the rules of competition law are complied with. For example, you may gather and use information from the following sources:

- Publicly available filings with government agencies
- Public speeches of company executives
- Annual reports disclosed to the public
- News and trade journal articles and publications

Prohibited Activities

The following basic restrictions apply to gathering competitive intelligence:

- Do not engage in any illegal or illicit activity while gathering competitive intelligence. This includes theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, bribery, misrepresentation, coercion, espionage or threats.
- Do not accept, disclose or use information about our competitors that

you know or have reason to believe was disclosed to you in breach of a confidentiality agreement.

- Do not disclose or use information about competitors, that is, or you believe should have been, marked “proprietary” or “confidential”.

EXAMPLES

Former Employer

Q: We have just hired an employee who worked very recently for one of our competitors. May I ask the employee for information about our competitor?

A: Consult the Company Legal Counsel before asking the employee anything about his/her former employer’s business. Never ask the employee to disclose any information about his/her former employer that the person is under a legal obligation not to reveal. This includes our competitor’s trade secrets and probably other confidential information as well.

A Competitor’s Proposal

Q: As I prepare to propose a deal to a customer, the customer offers me a presentation containing our competitor’s proposal so that we can respond. Can I accept it?

A: You can, unless the customer to whom you will make a proposal is an institution that issues tenders in line with the Public and State Procurement Law. First, learn whether the customer is prohibited from sharing this information by a confidentiality agreement. If the customer confirms that it is under no obligation to keep the information confidential, you may accept the information. Once you have the presentation, if it is marked “confidential” or “proprietary,” or you believe it should have been, consult the Company Legal Counsel before disclosing or using the information.

If you have any questions or concerns, please visit www.cciethikhat.com or www.cciethicsline.com, or mail to cci@cciethikhat.com or cci@cciethicsline.com, or call +90-212-371 0732.

Annexes

- 39** Implementation of the Code
- 39** Liability
- 41** Glossary of Terms
- 43** References

Implementation of the Code

The Code of Ethics is designed to ensure consistency in how employees conduct within the Company, and in their relations outside the Company. The procedures for handling violations of the Code have been developed to ensure consistency in the process across the organization.

It is not possible for the Code to cover all circumstances. This Code may be varied as necessary to conform to local laws or contracts.

The Corporate Governance Committee of CCI ensures full implementation and enforcement of the Code of Ethics.

Liability

The liability for implementing the Code rests with the Ethics & Compliance Officer and Local Ethics and Compliance Officers.

Establishment of the Ethics & Compliance Committee

With respect to allegations of the breach of the Code by Directors, CEO or executives directly reporting to Chief Executive Officer, the Board of Directors or a committee to be appointed by the Board of Directors shall serve as the Ethics and Compliance Committee. The Board of Directors shall be authorized to make a final decision regarding such persons.

The Ethics and Compliance Committee has been established with the aim of ensuring that the allegations of the breach of the Code are appropriately investigated, taking corrective measures when breach is determined to have taken place, and determining the required disciplinary measures and submitting the same to the final approval authorities. The members of the Ethics and Compliance Committee are appointed by the CEO of CCI.

Ethics and Compliance Committee is composed of five full members. In case the allegation of the breach of the Code concerns a function of an executive who was appointed as the Committee member, such member may not take part in such process as the Committee member and may not participate in decision-making processes. The opinions of the executives of the relevant function are obtained to ensure that the review process is conducted in a healthy and objective manner.

The Ethics and Compliance Committee reviews the report submitted as a result of the investigation performed in line with this Code, decides on the proposed corrective actions in case of breach of the Code, and imposes appropriate disciplinary sanctions. Such decision issued shall be notified to the relevant person subject to investigation upon approval of the relevant immediate manager.

Each country organization is responsible for the establishment of Local Ethics and Compliance Committee. Local Ethics and Compliance Committees shall handle locally managed Code Of Ethics matters. Members of such committees shall be appointed by respective Country Managers.

Investigation of Potential Breaches of the Code

The Company takes all reports of potential Code violations seriously. Our Company is committed to further investigating all allegations in confidence. Employees who are being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination. The Company follows local procedures in locations where complaint procedures apply.

Decisions

The Ethics & Compliance Committee makes all decisions about Code violations and discipline, but may delegate certain categories of decision to local management. Those found to have violated the Code and have new information not considered by the Ethics & Compliance Committee may request reconsideration of the violation and disciplinary action decisions.

Refer to the Guidelines for Handling Code of Ethics and Disciplinary Matters for more information on the investigations of the breach of Code and decision-making process. Implementation of the Code

Disciplinary Measures

Our Company strives to impose disciplinary measures that fit the nature and circumstances of each Code violation. The Company uses a system of progressive discipline. Letters of reprimand are issued for less significant, first-time offenses. Violations of a more serious nature may result in suspension without pay; loss of progress payments and bonuses or termination of employment.

When an employee is determined to have violated the Code, a letter containing the final decision, and a copy of the letter of reprimand, will be placed in the employee's personnel file as part of the employee's permanent record. The final decision shall be notified to the relevant person by the Human Resources Department.

Reporting of Code Violation Decisions and Investigations

The Ethics & Compliance Committee periodically reports all pending Code investigations and final breach decisions, including disciplinary actions taken, to senior management of the Company and to the Audit Committee of the Board of Directors. The Ethics & Compliance Officer also posts a representative sample of Code violations, with personal identifying characteristics removed, on the CokePort CCI Ethics and Compliance Page for training of employees.

Signatures and Approval

All newly-recruited employees must sign an acknowledgement form confirming that they have read the Code of Ethics and agree to abide by its provisions. All employees are required to make this acknowledgement periodically. Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

Representatives and consultants assigned by the Company and third parties doing work on behalf of the Company should also obtain a copy of this Code and learn about their obligations under the Code.

Waivers

In case anyone who would like to waive any provisions of this Code is an officer of the Company, the waiver must be approved by the Board of Directors or any committee designated by the Board; and, this will be disclosed promptly to the extent required by law.

The Code is not an expressed or implied employment contract.

Glossary of Terms

The Glossary of Terms defines some of the terms used in the Code of Ethics. If these definitions or other words or phrases used in the Code are still unclear, please consult the Local Ethics and Compliance Officer or the Ethics & Compliance Officer.

Anything of Value – Anything that might have value to a government official, including cash, gifts, meals, entertainment, business opportunities, Company products, offers of employment and more. There is no monetary threshold; any amount could be construed as a bribe.

Bribe – Giving, or offering to give anything of value to a government official to influence a discretionary decision. Local laws may impose a broader definition in some jurisdictions.

Company Assets – The Company's money, or products, employees' time at work and work products, computer systems and software, telephones, wireless communication devices, copier machines, tickets to concerts and sporting events, Company vehicles, proprietary information and Company trademarks, etc.

Information on Competitors – Information about our competitors.

Competitor – For the purposes of the Conflicts of Interest and Information on Competitors provisions only, "competitor" means any business, or entity other than CCI or one of its subsidiaries or bottlers, that sells any non-alcoholic beverage, or any business, or entity that is actively considering such activity.

Customer - Any business, or entity to which the Company sells finished products.

Discretionary authority in dealing with a company - The authority to influence the Company's selection of a supplier, or to influence significantly the Company's relationship with an existing customer or supplier.

CCI Code of Ethics Communication Lines - The phone and e-mail service for reporting cases administered by a third party, through which Company employees and others can ask questions or raise concerns about the Code, or other ethics and compliance matters.

Ethics and Compliance Committee - A committee appointed by the CEO of CCI, which is responsible for the implementation of the Code.

Facilitating Payments - Small payments made to government officials made to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license, or phone service.

Government Officials - Employees of any government or public authority anywhere in the world or employees of government-controlled entities. The term also includes political parties and party officials, candidates for political office, and employees of international organization, such as the United Nations.

Local Ethics and Compliance Officer - The Country Legal Affairs Head/Director appointed jointly by the Ethics & Compliance Committee and the relevant manager, empowered to provide written approvals for Conflicts of Interests and actions related to the Company Assets under the Code, or the Country Human Resources Director where there is no internal legal department within the country. A list of the Local Ethics and Compliance Officers can be found on CokePort CCI Ethics and Compliance Page.

Non-public Company Information - Non-public information that would be reasonably likely to affect an investor's decision to buy, sell, or hold the securities of a company. Examples include a significant merger or acquisition involving the Company, the Company's earnings or volume results before they are announced, and a change in control of senior management of the Company. There are also many other matters that may be material. If you are uncertain whether non-public information of which you are aware is material, consult the Company Legal Counsel.

Non-public information - Any information that the Company has not disclosed, or made generally available to the public, which may include information related to employees, inventions, contracts, strategic and business plans, material management changes, newly-launched products, mergers and acquisitions, technical specifications, pricing, proposals, financial data and product costs.

Relative - A spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or same or opposite sex domestic partner, as well as any other family member who lives with you or who is, otherwise, financially dependent on you, or on whom you are financially dependent.

Supplier – Any seller providing products or services to the Company, including consultants, contractors and agents. The definition also includes any supplier that the Company is actively considering using, even if no business ultimately is awarded.

References

Ethics & Compliance Intranet Site – CokePort CCI Ethics and Compliance Page

The Company maintains an Ethics & Compliance Internet Site and CokePort CCI Ethics and Compliance page containing more information about the Code, other policies and guidelines, trainings, and other ethics and compliance matters. If you do not have access to the Company intranet, ask your manager, Human Resources representative, Company Legal Counsel or Local Ethics and Compliance Officer, or contact the Ethics & Compliance Officer for more information.

Policies and the Code

The Code of Ethics does not address all workplace conduct. The Company maintains additional policies and guidelines that may provide further guidance on matters governed by the Code or address conduct not covered by the Code. Below is a list of many of these policies. All of these policies are available on the Ethics & Compliance Intranet Site.

- Acceptable Use Policy
- Anti-Bribery Policy
- Code of Ethics for Suppliers to Coca-Cola İçecek
- CokePort Policy
- Competition Law Guidelines
- Disciplinary Policy on Competition Law Violations
- Delegation of Authority
- Guidelines for Handling Code of Ethics Matters
- Health and safety Policy
- Information Security Policy
- Insider Trading Policy
- Privacy Policy
- Travel and Entertainment Policy
- Workplace Rights Policy

CCİ, bu Kod'da tashih ya da değişiklik yapma veya geçersiz kılma hakkını her zaman ve tüm şartlar altında saklı tutar.

Coca-Cola İçecek A.Ş.

2 July 2013

Coca-Cola İçecek