

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant, bank manager or other independent legal, tax or financial adviser immediately.

If you have sold or otherwise transferred all of your shares in Coca-Cola HBC AG, please send this document, together with the accompanying reply form as soon as possible to the purchaser or transferee or to the custodian, nominee, bank representative or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Notice of Annual General Meeting of

Coca-Cola HBC AG

incorporated as a stock corporation (*Aktiengesellschaft*)
under the laws of Switzerland and registered in Switzerland
with business identification number CH-235.296.902,
registered office in Steinhausen and
registered address at Turmstrasse 26, 6300 Zug, Switzerland

Tuesday, 23 June 2015, 11:00 am CET

**at Theater Casino Zug,
Artherstrasse 2–4, Zug, Switzerland**

Opening of doors to meeting room: 10:30 am CET

Beginning of meeting: 11:00 am CET

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Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 21 May 2015

Annual General Meeting of Coca-Cola HBC AG to be held on 23 June 2015

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's Annual General Meeting, which will be held on Tuesday, 23 June 2015, 11:00 am CET at Theater Casino Zug, Artherstrasse 2-4, Zug, Switzerland. The formal notice of the Annual General Meeting is set out beginning on page 5 (the "Notice").

The proposals of the Board of Directors to be considered at the Annual General Meeting are as follows:

1. To receive the 2014 Integrated Annual Report and to approve the annual management report, the stand-alone financial statements and the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the year ended 31 December 2014.
2. To carry forward the available earnings and to declare a dividend of EUR 0.36 on each ordinary registered share of Coca-Cola HBC AG with a par value of CHF 6.70 out of the general capital contribution reserve, as shown in the stand-alone financial statements (capped at an amount of CHF 200,000,000).
3. To grant discharge to the members of the Board of Directors and the members of the Operating Committee for the financial year ended on 31 December 2014.
4. To approve a buy-back of up to 3,000,000 Coca-Cola HBC AG ordinary shares in order to avoid dilution resulting from the issuance of stock options.
5. To approve an amendment to articles 33 and 34 of the Articles of Association, and to authorise the Board of Directors and/or the Remuneration Committee to finalise, approve and adopt amendments to the rules of the Coca-Cola HBC AG Stock Option Plan, in each case in order to allow for the grant of performance share awards instead of stock options.
6. To approve, by way of an advisory vote, the UK Remuneration Report (including the Remuneration Policy) and the Swiss Remuneration Report of Coca-Cola HBC AG.
7. To re-elect certain current members of the Board of Directors and to elect the Chairman of the Board of Directors, the Remuneration Committee and certain new members of the Board of Directors.
8. To elect Ms. Ines Poeschel, Kellerhals Attorneys at law, Zurich, Switzerland, as the independent proxy of Coca-Cola HBC AG.
9. To (i) re-elect PricewaterhouseCoopers AG, Switzerland, as the statutory auditor of Coca-Cola HBC AG, (ii) approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the applicable rules of the UK's Financial Conduct Authority, and (iii) re-elect Ernst & Young AG, Switzerland, as audit expert for audits of capital increases.
10. To approve the maximum aggregate amount of the remuneration of the Board of Directors until the next annual general meeting and the maximum aggregate amount of the remuneration of the Operating Committee for the next financial year.

The Notice contains the full and authoritative text of the items of the agenda and the proposals of the Board of Directors. It also sets out further detail and explanation in relation to each proposal to be considered at the Annual General Meeting.

Your attention is also drawn to the recommendation of the Board of Directors set out on page 18 of the Notice.

A reply form in relation to the Annual General Meeting is enclosed with this document and should be filled out and returned in accordance with the instructions printed on the form as soon as possible, and in any event, no later than 16 June 2015. Alternatively, you may make use of an online proxy voting platform by 18 June 2015 by using the URL and your access code printed on your reply form. The section headed "Organisational matters and notes" beginning on page 18 of the Notice also sets the procedures for your participation and voting. You should read this information carefully before completing the reply form.

We would also like to take this opportunity to thank Susan Kilsby and Christos Ioannou, who will retire from the Board of Directors at the Annual General Meeting, for their significant contributions to Coca-Cola HBC AG.

The Annual General Meeting provides shareholders with an opportunity to communicate with the Board of Directors and we welcome your participation.

Yours faithfully

By order of the Board of Directors

George A. David, Chairman

(letter without signature)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("Annual General Meeting") of Coca-Cola HBC AG will be held on Tuesday, 23 June 2015, 11:00 am CET. In accordance with art. 13 para. 3 of Coca-Cola HBC AG's articles of association ("Articles of Association"), the Annual General Meeting will be held at Theater Casino Zug, Artherstrasse 2-4, Zug, Switzerland, and will be conducted in English.

Agenda

The meeting will consider the following proposals:

1. Receipt of the 2014 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements
2. Appropriation of available earnings and reserves / declaration of dividend
 - 2.1 Appropriation of available earnings
 - 2.2 Declaration of a dividend from reserves
3. Discharge of the members of the Board of Directors and the members of the Operating Committee
4. Approval of share buy-back
5. Amendments regarding long-term incentive arrangements
 - 5.1 Amendment of articles of association
 - 5.2 Authorisation to adopt the amendment of the Stock Option Plan
6. Advisory vote on the UK Remuneration Report (including the Remuneration Policy) and the Swiss Remuneration Report
7. Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee
 - 7.1 Current members of the Board of Directors
 - 7.1.1 Re-election of George A. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)
 - 7.1.2 Re-election of Antonio D'Amato as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
 - 7.1.3 Re-election of Sir Michael Llewellyn-Smith as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
 - 7.1.4 Re-election of Dimitris Lois as a member of the Board of Directors
 - 7.1.5 Re-election of Anastassis G. David as a member of the Board of Directors
 - 7.1.6 Re-election of Irial Finan as a member of the Board of Directors
 - 7.1.7 Re-election of Nigel Macdonald as a member of the Board of Directors
 - 7.1.8 Re-election of Christo Leventis as a member of the Board of Directors
 - 7.1.9 Re-election of Anastasios I. Leventis as a member of the Board of Directors
 - 7.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors
 - 7.1.11 Re-election of John P. Sechi as a member of the Board of Directors
 - 7.2 New members of the Board of Directors
 - 7.2.1 Election of Olusola (Sola) David-Borha as a member of the Board of Directors
 - 7.2.2 Election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)
8. Election of the independent proxy
9. Election of the auditors
 - 9.1 Re-election of the statutory auditor
 - 9.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes
 - 9.3 Re-election of the audit expert for audits of capital increases
10. Approval of the remuneration of the Board of Directors and the Operating Committee
 - 10.1 Approval of the maximum aggregate amount of the remuneration for the Board of Directors until the next annual general meeting
 - 10.2 Approval of the maximum aggregate amount of the remuneration for the Operating Committee for the next financial year

Proposals of the Board of Directors

1. Receipt of the 2014 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements

Motion:

The Board of Directors proposes that (i) the 2014 integrated annual report for the financial year ended on 31 December 2014 be received, and (ii) the annual management report and the stand-alone financial statements of Coca-Cola HBC AG as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the year ended 31 December 2014 be approved.

Explanation:

The "2014 Integrated Annual Report" has been prepared according to the Swiss statutory reporting requirements as well as the requirements in connection with the premium listing of Coca-Cola HBC AG on the London Stock Exchange. The 2014 Integrated Annual Report contains Coca-Cola HBC AG's annual management report, the stand-alone financial statements of Coca-Cola HBC AG (the "Stand-Alone Financial Statements") and the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries ("CCHBC Group") as further detailed on the introductory page of the 2014 Integrated Annual Report. The Board of Directors therefore proposes that the 2014 Integrated Annual Report be received by the shareholders of Coca-Cola HBC AG.

The 2014 Integrated Annual Report contains the reports of Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland. In their reports, PricewaterhouseCoopers AG recommends without qualification that the Stand-Alone Financial Statements and the consolidated financial statements be approved.

The 2014 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: www.coca-colahellenic.com/investorrelations/annualreports. The 2014 Integrated Annual Report is also available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" to this Notice.

2. Appropriation of available earnings and reserves / declaration of dividend

2.1 Appropriation of available earnings

Motion:

The Board of Directors proposes to carry forward the retained earnings as follows:

Retained earnings and reserves		
Balance brought forward	CHF	(28,318,152)
Net profit for the year	CHF	226,940,780
Total retained earnings to be carried forward	CHF	198,622,628

Explanation:

The Stand-Alone Financial Statements show a net profit in the amount of CHF 226.9 million, which together with the balance brought forward amounts to retained earnings of CHF 198.6 million. The Board of Directors proposes to carry forward the retained earnings. A dividend is proposed to be distributed under the agenda item 2.2 below.

Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland, has audited the proposed appropriation of available earnings. The auditor's report states that the proposed appropriation complies with Swiss law and the Articles of Association.

2.2 Declaration of a dividend

Motion:

The Board of Directors proposes to declare a gross dividend of EUR 0.36 on each ordinary registered share with a par value of CHF 6.70 out of the general capital contribution reserve, as shown in the Stand-Alone Financial Statements. Own shares held directly by Coca-Cola HBC AG are not entitled to dividends. The total aggregate amount of the dividend shall be capped at an amount of CHF 200,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 6,274,972,192 as shown in the Stand-Alone Financial Statements, by a maximum of CHF 200,000,000. To the extent that the dividend calculated on EUR 0.36 per share would exceed the Cap on the day of the Annual General Meeting according to an exchange ratio determined by the Board of Directors in its reasonable opinion, the Euro per share amount of the dividend shall be reduced on a pro rata basis

so that the aggregate amount of all dividends paid does not exceed the Cap. Payment of the dividend shall be made on 28 July 2015 to holders of Coca-Cola HBC AG shares on the record date of 3 July 2015.

Explanation:

Provided that the proposed distribution out of the general capital contribution reserve is approved, it is currently anticipated that the dividend will be paid on 28 July 2015 to holders of shares on the record date 3 July 2015. Accordingly, the shares will be traded ex-dividend as of 2 July 2015, and the last day on which the shares may be traded with entitlement to receive dividends will be 1 July 2015. The dividend may only be approved and paid if the Stand-Alone Financial Statements are approved in accordance with agenda item 1.

Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland, has audited the proposed appropriation of available earnings (including the declaration of a dividend). The auditor's report states that the proposed appropriation complies with Swiss law and the Articles of Association.

3. Discharge of the members of the Board of Directors and the members of the Operating Committee

Motion:

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the members of the Operating Committee for the financial year ended on 31 December 2014.

Explanation:

The Board of Directors asks shareholders to grant discharge from liability to members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2014 and ending on 31 December 2014. Under Swiss law, the discharge applies only in respect to disclosed facts, only in relation to the company as well in relation to shareholders who have approved the discharge or acquired shares since the resolution being aware of the resolution of discharge. The rights to legal action of other shareholders (i.e. shareholders who have neither approved the discharge nor acquired shares since the resolution) extinguishes within six months after the resolution of discharge.

4. Approval of share buy-back

Motion:

The Board of Directors proposes to repurchase ordinary shares of CHF 6.70 each in the capital of Coca-Cola HBC AG on such terms and in such manner as the Board of Directors shall from time to time determine provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 3,000,000;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is CHF 6.70;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is no more than 5% over the average middle market price of the ordinary shares for the five business days immediately preceding the date on which Coca-Cola HBC AG agrees to buy the shares concerned, based on the share prices derived from the London Stock Exchange Daily Official List.

The authority to buy back shares will expire at the conclusion of the 2016 annual general meeting of Coca-Cola HBC AG after the passing of this motion or 30 June 2016, whichever is the earlier, unless previously revoked, varied or renewed by Coca-Cola HBC AG in a general meeting prior to such time. Coca-Cola HBC AG may at any time prior to expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after expiration of such authority and Coca-Cola HBC AG may complete such purchases as if the authority had not expired.

Explanation:

The Board of Directors proposes to approve a share buy-back programme in regard to up to 3,000,000 ordinary shares, which equals to less than 1% of its share capital recorded in the commercial register. The Board of Directors' current intention is that the shares are repurchased in order to avoid dilution from the issuance of shares out of Coca-Cola HBC AG's conditional capital following the issuance of stock options. This motion specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The minimum price is set at the nominal value of the ordinary shares of Coca-Cola HBC AG. The Board of Directors will exercise the authority conferred on them only when to do so would be in the best interests of the shareholders generally. The authority to buy-back shares will expire at the conclusion of the 2016 annual general meeting or, if earlier 30 June 2016 following the authority being approved. The Board of Directors intends to seek renewal of this authority at subsequent annual general meetings.

The shares bought back may be either held in treasury, cancelled in a capital decrease or used for other purposes in accordance with the law and the Articles of Association. If the Board of Directors considered to cancel them in a capital decrease, the required amendment of the Articles of Association would be subject to separate shareholders' approval and would be proposed to the shareholders for approval at one or several future general meetings.

5. Amendments in respect to long-term incentive plans

5.1 Amendment of Articles of Association

Motion:

The Board of Directors proposes to amend articles 33 subparagraph 2, 4 and 5 and 34 subparagraph 1 of the Articles of Association as follows (amendment in **bold and italic**).

Anreiz- und Beteiligungspläne	Art. 33	Art. 33	Incentive and Participation Plans
	<p>² Die Mitglieder der Geschäftsleitung erhalten Optionen auf Aktien Optionen auf Aktien einen Long-Term Incentive in der Gesellschaft Form von Aktienzuteilungen nach Leistung (performance share awards) ("LTI") nach folgenden Grundsätzen:</p> <ol style="list-style-type: none"> 1. Jede Option berechtigt zum Kauf einer Aktie der Gesellschaft, wobei der Ausübungspreis dem Schlusskurs der Aktie an der London Stock Exchange am Zuteilungsdatum entspricht. 2. Optionen vesten in Schritten von je einem Drittel jedes Jahr während drei Jahren nach der Zuteilung der Option. 3. Optionen sind während zehn Jahren ab Zuteilungsdatum ausübbar. Der Verwaltungsrat kann nach seinem Ermessen entscheiden, ausgeübte Optionen in bar abzugelten (Cash Settlement). <ol style="list-style-type: none"> 1. Der Target LTI beträgt für den Chief Executive Officer maximal 450% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal 220% der Grundvergütung und wird im Zuteilungszeitpunkt in eine entsprechende Anzahl Aktien umgerechnet. Innerhalb dieser Werte werden die Target LTIs vom Verwaltungsrat (für den Chief Executive Officer) und dem Vergütungsausschuss (für die anderen Mitglieder der Geschäftsleitung) in deren Ermessen festgelegt. Der LTI stellt eine variable Vergütung in demjenigen Jahr dar, in welchem er zugeteilt wurde und wird zum Marktwert im Zuteilungszeitpunkt bewertet, wie vom Vergütungsausschuss festgelegt. 2. Die Aktien unter dem LTI vesten nach drei Jahren. Die Anzahl Aktien, die unter dem LTI vesten, ist abhängig von mehrjährigen Geschäftszielen und ist begrenzt auf 100% des Target LTI. Der Vergütungsausschuss genehmigt diese Ziele in seinem Ermessen (einschliesslich des anwendbaren Rahmens und der Gewichtung der Ziele). 3. Falls das Arbeitsverhältnis mit der Coca-Cola HBC Gruppe beendet wird, gelten folgende Regeln für die Optionen nicht gevestete LTI-Zuteilungen: 	<p>² The members of the Operating Committee shall receive options on shares of the Company options on shares of the Company a long-term incentive in the form of performance share awards ("LTI") according to the following principles:</p> <ol style="list-style-type: none"> 1. Each option shall entitle to purchase one share in the Company at an exercise price equal to the closing price of the Company's shares on the London Stock Exchange at the date of grant. 2. The options vest in one third increments each year for three years after grant. 3. The options can be exercised for up to ten years from the date of grant. The Board of Directors shall have discretion to elect for cash settlement of any exercised options. <ol style="list-style-type: none"> 1. The target LTI shall not exceed 450% of the base salary for the Chief Executive Officer and 220% of the base salary for the other members of the Operating Committee in value and shall be translated into a corresponding number of shares at the date of grant. Target LTIs are determined by the Board of Directors (in respect of the Chief Executive Officer) and the Remuneration Committee (in respect of the other members of the Operating Committee) in their discretion within these limits. The LTI constitutes a variable remuneration in the financial year in which they have been granted and shall be valued at its fair value at the date of grant as determined by the Remuneration Committee. 2. The shares under the LTI vest after 3 years. The number of shares that vest under the LTI shall depend on multi-year business targets and not exceed 100% of the target LTI. The Remuneration Committee shall, in its discretion, approve these targets (including the applicable framework and the weighting of targets). 3. In case of a termination of the employment relationship with the Coca-Cola HBC group, the following shall apply to the options unvested LTI awards: 	

- (a) bei Verletzung, Arbeitsunfähigkeit oder Tod vesten ~~die Optionen sie sofort und können innerhalb, abhängig von 12 Monaten ab dem Zeitpunkt der Beendigung ausgeübt werden (erwarteten) Zielerreichung;~~
- (b) bei einer qualifizierenden Pensionierung oder einem ~~autorisierten genehmigt~~ Übertritt zu einer Gesellschaft innerhalb des Coca-Cola-Systems läuft das Vesting ~~der Optionen weiter und sie können nach Massgabe ihrer Bedingungen ausgeübt werden weiter;~~
- (c) falls der Arbeitgeber aus wichtigem Grund kündigt, ~~verfallen die nicht-gevesteten Optionen, und die gevesteten Optionen müssen innerhalb von dreissig Tagen ab dem Zeitpunkt der Beendigung ausgeübt werden sie;~~
- (d) in allen anderen Fällen verfallen ~~die nicht gevesteten Optionen, und die gevesteten Optionen müssen innerhalb von sechs Monaten ab Zeitpunkt der Beendigung ausgeübt werden sie.~~

4. ~~Im Falle von Die Pläne können vorsehen, dass LTIs in bar bezahlt werden und können Bestimmungen enthalten für die Behandlung von Dividenden, Kapitalumstrukturierungen ist oder Kontrollwechsel (und insbesondere vorsehen, dass LTIs sofort vesten, oder dass der Verwaltungsrat ermächtigt, nach oder der Vergütungsausschuss in seinem Ermessen angemessene Anpassungen vornimmt). vorzunehmen. Im Falle eines Kontrollwechsels ist der Vergütungsausschuss ermächtigt, nach seinem Ermessen angemessene Anpassungen (namentlich ein beschleunigtes Vesting oder eine beschleunigte Ausübbarkeit sowie einen Austausch durch eine Barabfindung oder Ersatzoptionen) vorzunehmen.~~

6. ~~Für jedes Geschäftsjahr ("Periode") und unter Berücksichtigung der individuellen Leistungen jedes Geschäftsleistungsglieds während der jeweiligen Periode legen der Verwaltungsrat (in Bezug auf den Chief Executive Officer) beziehungsweise der Vergütungsausschuss (in Bezug auf die übrigen Mitglieder der Geschäftsleitung) nach ihrem Ermessen die Anzahl der individuell zuzuteilenden Optionen fest; pro Periode dürfen jedoch höchstens 1'500'000 Optionen für den Chief Executive Officer und höchstens je 600'000 Optionen für die übrigen Geschäftsleitungsmitglieder zugeteilt werden. Die Optionen bilden eine variable Vergütung in derjenigen Periode, für welche sie gewährt werden, und sind zu ihrem Fair Value am Zuteilungsdatum zu bewerten, wie vom Vergütungsausschuss festgelegt.~~

- (a) in case of injury, disability or death, they shall immediately vest ~~and be exercisable within 12 month from the date, depending on the (expected) satisfaction of termination targets;~~
- (b) in case of a qualifying retirement or an authorized transfer to another company within the Coca-Cola system, they shall continue to vest ~~and be exercisable in accordance with their terms;~~
- (c) in case of termination by the employer for cause (aus wichtigem Grund) ~~unvested options they shall be forfeited and vested options must be exercise within thirty days from the date of termination;~~
- (d) in any other cases, ~~unvested options they shall be forfeited and vested options must be exercised within six month as from the date of termination.~~

4. ~~The The plan rules may provide that LTIs are paid in cash and may specify rules for the treatment of dividends, equity restructurings or change of control (and in particular provide that LTIs vest immediately, or that the Board of Directors shall have or the Remuneration Committee has power to make equitable adjustments in its discretion in case of equity restructurings. In the event of a change of control, the Remuneration Committee shall have the power to make any equitable adjustments in its discretion (such as accelerated vesting and exercisability as well as substitution by cash payment or substitute options).~~

6. ~~For each financial year (the "Period") and taking into account the individual performance of each member of the Operating Committee during such Period, the Board of Directors (in respect of the Chief Executive Officer) and the Remuneration Committee (in respect of the other members of the Operating Committee), respectively, determine in their discretion the number of options to be granted individually which, however, shall not exceed 1,500,000 options for the Chief Executive Officer and 600,000 options for each other member of the Operating Committee per Period. The options constitute a variable remuneration in the Period for which they have been granted and shall be valued at their fair value at the date of grant as determined by the Remuneration Committee).~~

⁴ Der Vergütungsausschuss erlässt den Grundsätzen dieses Artikels entsprechende Incentive- und Beteiligungspläne. *Er kann weitere Bestimmungen und Voraussetzungen für die variable Vergütung festlegen, einschliesslich, aber nicht abschliessend, malus- und Rückgriffsbestimmungen (clawback).*

⁵ *Aktioptionen, die vor der Änderung vom 23. Juni 2015 zugeteilt wurden, unterstehen weiterhin den Statuten, wie sie vor dieser Änderung in Kraft waren.*

Art. 34

Genehmigung von Vergütungen durch die Generalversammlung

¹ Die Generalversammlung genehmigt jährlich den maximalen Gesamtbetrag:

1. der Vergütungen für den Verwaltungsrat bis zur nächsten ordentlichen Generalversammlung;
2. der Vergütungen für die Geschäftsleitung ~~(mit Ausnahme des für die Gewährung von Aktioptionen zur Verfügung stehenden Betrages)~~ für das nächste Geschäftsjahr.

~~1. der Vergütungen für die Geschäftsleitung die für die Gewährung von Aktioptionen für das laufende Geschäftsjahr zur Verfügung stehen.~~

Der Beschluss erfolgt mit Zustimmung der relativen Mehrheit der gültig abgegebenen Stimmen.

⁴ The Remuneration Committee shall enact incentive and equity participation plans according to the principles of this article. *It may specify any further terms and conditions for variable compensation, including without limitation malus and clawback mechanisms.*

⁵ *Stock options granted prior to the amendment of 23 June 2015 continue to be governed by the Articles of Association as in force prior to such amendment.*

Art. 34

Approval of Remunerations by the General Meeting

¹ The General Meeting shall annually approve the maximum aggregate amount each of:

1. the remuneration for the Board of Directors until the next ordinary General Meeting;
2. the remuneration for the Operating Committee ~~(excluding the amount available for stock option grants)~~ for the next financial year.

~~1. the remuneration for the Operating Committee available for stock option grants for the current financial year.~~

The decision shall be made with the relative majority of the votes validly cast.

Explanation:

The Board of Directors is proposing amendments to the Articles of Association in order to introduce performance share awards as a long-term incentive for the members of the Operating Committee. The performance share awards will replace the grant of stock options going forward. These amendments will be implemented by the proposed changes to the Stock Option Plan, as explained in more detail in section 5.2 below.

5.2 Authorisation to adopt the amendment of the Stock Option Plan

Motion:

The Board of Directors proposes that shareholders authorise the Board of Directors and/or the Remuneration Committee to finalise, approve and adopt the draft amendments to the rules of the Stock Option Plan (as made available for inspection and summarised below). It is proposed that, as part of the amendments, the Stock Option Plan be renamed as the Coca-Cola HBC AG Stock Option and Performance Share Award Plan.

Explanation:

The Board of Directors is proposing to amend the rules of the Stock Option Plan ("Plan") to accommodate the granting of performance share awards instead of stock options because it believes that the plan performance and vesting conditions should be more closely aligned with Coca-Cola HBC AG's long-term business strategy, and this is better achieved through the grant of performance share awards.

A copy of the draft rules of the Plan as proposed to be amended will be available for inspection, but the effect of the key proposed changes can be summarised as follows:

(a) Performance share awards

To align the performance and vesting conditions more closely with Coca-Cola HBC AG's long-term business strategy by allowing for the grant of performance share awards delivering free shares subject to continued service and performance conditions, instead of options (which Coca-Cola HBC AG will no longer grant). It is proposed that the performance share awards vest automatically at the end of a three year period following grant, subject to continued service (other than in the "good leaver" scenarios already specified in the Plan) and the achievement of performance conditions.

The applicable performance conditions will be determined by the Remuneration Committee (having regard to market practice within Coca-Cola HBC AG's business sector) prior to the grant of a performance share award. The extent to which a performance condition has been met shall be determined by the Remuneration Committee, who may adopt such calculation methods and policies for such purpose as it deems to be appropriate.

Where events occur which cause the Remuneration Committee to consider that any established performance condition has ceased to be appropriate, the Remuneration Committee may amend, waive or replace such condition (in whole or part) as it deems appropriate provided that any revised or new condition is, in the opinion of the Remuneration Committee, reasonable and no more and no less difficult to satisfy.

(b) Individual limits

To apply maximum limits to the awards that the Chief Executive Officer and the members of the Operating Committee can receive.

(c) Retirement

To remove the discretion previously enjoyed by the Board of Directors to extend in cases of retirement the terms of stock options from ten years up to the 15th anniversary of the grant date.

(d) Clawback and malus

To introduce clawback and malus provisions for the reduction and/or recovery of benefits provided under the plan in certain circumstances.

(e) Dividend uplift

To include a provision pursuant to which the Remuneration Committee may determine that the number of shares subject to a participant's performance share award shall be increased, or upon vesting they shall receive additional shares or a cash amount, in each case to reflect the dividends paid between the grant date and vesting date which a participant could have received had they been the holder of the shares subject to their performance share award at the time the dividend is paid.

(f) Overall dilution limit

To include an overall dilution limit which provides that, at any time, the total number of shares which have been issued or remain issuable pursuant to options and awards granted under the Plan and awards granted (in the preceding ten years) under any other employee share scheme established by Coca-Cola HBC AG may not exceed ten per cent (10%) of the shares in issue at that time. For the purposes of such limit:

- shares which are the subject of awards which have lapsed or been cancelled shall be excluded;
- shares which have been issued to an employee benefit trust during the ten years preceding the proposed grant date shall only be brought into account to the extent that they are not at the relevant time allocated to subsisting awards which have already been brought into account; and
- treasury shares will be treated as issued (unless guidance published by relevant institutional investor bodies recommends otherwise).

(g) Change in control

To amend the change in control provisions to provide that, in the event of a change in control, options and performance share awards will automatically vest to the extent that the Remuneration Committee determines that any applicable performance conditions have been satisfied or would have been likely to have been satisfied at the end of the performance period, unless the Remuneration Committee determines that, instead, options and performance share awards shall be exchanged for equivalent options and performance share awards.

(h) Amendment provisions

To alter the amendment provisions to provide that the prior approval of Coca-Cola HBC AG in general meeting is required for amendments made to the material benefit of participants to any provisions relating to eligibility, plan and individual limits, the material terms of awards, the adjustment of awards in the event of a variation of share capital and the amendment provisions. However:

- any amendment required to effect a change to the Directors' Remuneration Policy which has already been approved by shareholders will not require a separate shareholder approval;
- minor amendments to the benefit of the administration of the Plan, or other amendments to take account of changes in legislation, to obtain or maintain favourable tax, exchange control, or regulatory treatment, may be made without the need for shareholder or participant approval where such amendments do not alter the basic principles of the Plan.

In addition, the Remuneration Committee may (without shareholder approval) adopt sub-plans or schedules to the Plan which are suitable for operation in any relevant country to take account of tax laws or other legal or regulatory requirements in the relevant country if considered necessary and expedient, provided that the terms of awards granted under such sub-plans or schedules shall not be materially more favourable overall than the terms of awards granted under the Plan prior to its revision.

(i) Administration

To provide that certain discretions may be exercised by the Remuneration Committee instead of, or as well as, the Board of Directors.

6. Advisory vote on the UK Remuneration Report (including the remuneration policy) and the Swiss Remuneration Report

Motion:

The Board of Directors proposes to approve, by way of advisory vote, the UK Remuneration Report (including the remuneration policy) and the Swiss Remuneration Report.

Explanation:

The remuneration report prepared in accordance with UK practice (the "UK Remuneration Report") is set out in the 2014 Integrated Annual Report on pages 88 – 102 and is divided into two sections. The first section sets out Coca-Cola HBC AG's remuneration policy and the second section details the implementation of the remuneration policy for the financial year ended 31 December 2014, including amounts paid to members of the Board of Directors for 2014. The total remuneration paid or accrued for the members of the Board of Directors and for the members of the senior management amounts to EUR 19.3 million. The UK Remuneration Report aims to adhere to the form and content prescribed by the UK's remuneration reporting regulations, which came into force in October 2013. Although as a Swiss company, Coca-Cola HBC AG is not required to comply with such remuneration reporting regulations, Coca-Cola HBC AG has sought to provide information broadly in line with UK practice in order to assist its shareholders in benchmarking Coca-Cola HBC AG against its peer companies. The Board of Directors therefore wishes to give shareholders an opportunity to approve, by way of an advisory non-binding vote, the UK Remuneration Report (including the remuneration policy).

In addition, as of the financial year 2014, Coca-Cola HBC AG is required to prepare a remuneration report in accordance with Swiss law (the "Swiss Remuneration Report") due to the new Swiss ordinance against excessive compensation in listed companies, which entered into force on 1 January 2014. The Swiss Remuneration Report is set out on pages 201-204 of the 2014 Integrated Annual Report. The Swiss Remuneration Report is accompanied by a report of the statutory auditor of Coca-Cola HBC AG set out on page 200 of the 2014 Integrated Annual Report.

7. Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee

7.1 Current members of the Board of Directors

Motion:

The Board of Directors proposes that shareholders individually re-elect each of the following current members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2016, as follows:

- 7.1.1 Re- election of George A. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)**
- 7.1.2 Re-election of Antonio D’Amato as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**
- 7.1.3 Re-election of Sir Michael Llewellyn-Smith as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**
- 7.1.4 Re-election of Dimitris Lois as a member of the Board of Directors**
- 7.1.5 Re-election of Anastassis G. David as a member of the Board of Directors**
- 7.1.6 Re-election of Irial Finan as a member of the Board of Directors**
- 7.1.7 Re-election of Nigel Macdonald as a member of the Board of Directors**
- 7.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors**
- 7.1.9 Re-election of Christo Leventis as a member of the Board of Directors**
- 7.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors**
- 7.1.11 Re-election of John P. Sechi as a member of the Board of Directors**

Explanation:

In accordance with the provisions of the UK Corporate Governance Code, each of the current members of the Board of Directors are submitting themselves for re-election at the Annual General Meeting, except for the two retiring members Ms. Susan Kilsby and Mr. Christos Ioannou. Each of the other current members of the Board of Directors has been recommended for re-election by Coca-Cola HBC AG’s Nomination Committee after consultation with the Chairman, having regard to the provisions of the Articles of Association and the recommendations of the UK Corporate Governance Code. The Board of Director’s composition was carefully considered as part of the Nomination Committee’s evaluation of the performance of the Board of Directors, its committees and members during the first half of 2015 and following this evaluation, the Board of Directors is satisfied that it and its committees have the appropriate balance of experience, independence and knowledge of the CCHBC Group, as well as the diversity, to enable them to discharge their respective duties and responsibilities effectively. The Board of Directors is of the view that each of the Directors proposed for re-election continues to make an effective contribution to the Board of Directors and demonstrates commitment to their role and therefore recommends the re-election of such Directors for a term of one year until the end of the next annual general meeting in 2016. Further information about the Directors proposed for re-election, including their biographies, is set out in the 2014 Integrated Annual Report on pages 68–70, which is available for inspection by shareholders as set out in the section “Organisational matters and notes” – “Documents available for inspection” to this Notice.

7.2 New members of the Board of Directors

Motion:

The Board of Directors proposes that shareholders individually elect each of the following persons as new members of the Board of Directors, for a term of one year until the end of the next annual general meeting in 2016, as follows:

- 7.2.1 Election of Olusola (Sola) David-Borha as a member of the Board of Directors**
- 7.2.2 Election of Alexandra Papalexopoulou as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

Explanation:

Mses. Olusola (Sola) David-Borha and Alexandra Papalexopoulou are being proposed for election as new members of the Board of Directors to succeed Ms. Susan Kilsby and Mr. Christos Ioannou, who will retire from the Board of Directors at the end of the Annual General Meeting. Both proposed new members of the Board of Directors have been recommended for election as non-executive directors (both proposed members have been determined

to be independent under the UK Corporate Governance Code) by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, having regard to the provisions of the Articles of Association and the recommendations of the UK Corporate Governance Code. The Board of Directors recommends the election of both of the proposed new members of the Board of Directors on the basis of their experience as outlined in the brief biographies set out below:

Olusola (Sola) David-Borha

Mrs. Olusola (Sola) David-Borha is the Chief Executive of Stanbic IBTC Holdings PLC, a full service financial services Group with subsidiaries in Commercial Banking, Investment Banking, Pension and Non-Pension Asset Management and Stockbroking. Stanbic IBTC Holdings is listed on The Nigerian Stock Exchange. Prior to this appointment, Mrs. David-Borha served as Chief Executive of Stanbic IBTC Bank from May 2011 to November 2012. She also served as Deputy Chief Executive of the Bank and Head of Investment Banking Coverage Africa (excluding South Africa). Stanbic IBTC Holdings is a member of the Standard Bank group which, in 2007, acquired a leading Investment Bank in Nigeria, IBTC Chartered Bank PLC where Mrs. David-Borha worked as an Executive Director prior to the merger. Between 1984 and 1989, Mrs. David-Borha worked in the Credit and Marketing department of NAL Merchant Bank PLC. Mrs. David-Borha holds a first degree in Economics, and obtained an MBA degree from Manchester Business School, United Kingdom. Her executive educational experience includes the Advanced Management Programme of the Harvard Business School. She is an Honorary Fellow of the Chartered Institute of Bankers of Nigeria (CIBN), and serves as non-executive director on the Board of CR Services Credit Bureau PLC and the University of Ibadan Business School, amongst others. She is also the Vice Chairman of the board of the Nigerian Economic Summit Group.

Alexandra Papalexopoulou

Mrs. Alexandra Papalexopoulou serves as an executive director of the Titan Cement Company S.A., and is currently responsible for the group's strategic planning. Titan Cement Company S.A. is a company established in Greece, listed on the Athens Exchange and engaged in the worldwide production and distribution of a range of construction materials. Previously, she worked for the OECD and the consultancy firm Booz, Allen & Hamilton, in Paris. Mrs. Papalexopoulou is treasurer and a member of the board of directors of the Paul and Alexandra Canellopoulos Foundation and a member of the board of directors of National Bank of Greece and the ALBA College of Business Administration Association. From 2003 until February 2015 she served as a member of the board of directors of Frigoglass S.A., and from 2007 to 2009 she served as member of the board of directors of Emporiki Bank. Mrs. Papalexopoulou studied Economics at the Swarthmore College, USA, and Business Administration (MBA) at INSEAD, Fontainebleau, France.

8. Election of the independent proxy

Motion:

The Board of Directors proposes to elect Ms. Ines Poeschel, Kellerhals Attorneys at law, Zurich, Switzerland, as independent proxy for a term of one year until the end of the next annual general meeting in 2016.

Explanation:

In compliance with the Articles of Association and the Swiss ordinance against excessive compensation in listed stock companies, the Annual General Meeting elects the independent proxy for a term of one year until the end of the next annual general meeting in 2016. Unless shareholders appoint an individual proxy by written power of attorney, the independent proxy is the only proxy available through which shareholders not attending the meeting can vote at the Annual General Meeting. See also the section "Organisational matters and notes" – "Proxies" to this Notice.

The proposed independent proxy, Ms. Ines Poeschel, a partner and attorney-at-law at Kellerhals Attorneys at law, Zurich, has held office as Coca-Cola HBC AG's independent proxy since 2013.

9. Election of the auditors

9.1 Re-Election of the statutory auditor

Motion:

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, Switzerland, as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2015.

Explanation:

Upon the recommendation of the Audit Committee, the Board of Directors proposes that PricewaterhouseCoopers AG, Zurich, Switzerland, be re-elected for the financial year ending 31 December 2015, as the statutory auditor of Coca-Cola HBC AG. The statutory auditor's main task is to audit the consolidated financial statements and the statutory financial statements.

9.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes

Motion:

The Board of Directors proposes (i) to approve, by way of an advisory vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2016 and (ii) to confirm, by way of an advisory vote, the authority of the Audit Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration.

Explanation:

Upon the recommendation of the Audit Committee, the Board of Directors proposes that shareholders approve, by way of an advisory non-binding vote, the re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece ("PwC S.A."), an affiliate of PricewaterhouseCoopers AG, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the Disclosure and Transparency Rules and the Listing Rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2016. The Audit Committee reviews both the audit scope and estimated fees for professional services for the coming year and as such, the Board of Directors proposes that shareholders confirm, by way of an advisory non-binding vote, the authority of the Audit Committee to determine PwC S.A.'s terms of engagement and remuneration.

9.3 Re-election of the audit expert for audits of capital increases

Motion:

The Board of Directors proposes to re-elect Ernst & Young AG, Zurich Branch, Switzerland, as audit expert for audits of capital increases, to hold office for a term of one year until the next annual general meeting in 2016.

Explanation:

The Board of Directors proposes that Ernst & Young AG, Zurich, Switzerland, be re-elected as auditors of Coca-Cola HBC AG in connection with any capital increases. The main task of the special auditor is to provide special audit reports required under Swiss law in respect of certain capital increases of Coca-Cola HBC AG.

10. Approval of the remuneration of the Board of Directors and the Operating Committee

General introduction:

Based on art. 34 of the Articles of Association, the Board of Directors proposes to hold separate votes on the compensation of the Board of Directors and the Operating Committee, i.e. to approve the maximum aggregate amount each of (1) the remuneration for the Board of Directors until the next annual general meeting in 2016 and (2) the remuneration for the Operating Committee (excluding the amount available for stock option grants) for the next financial year.

Following approval of the proposed amendments to the Articles of Association under agenda item 5.1 and the accompanying approval and adoption of Coca-Cola HBC AG's stock option and performance share award plan as proposed under agenda item 5.2, the Board of Directors does not intend to continue to grant stock options to members of the Operating Committee. Therefore, the Board of Directors does not propose to approve an amount available for respective stock option grants, as currently provided by art. 34 para. 1 of the Articles of Association. Instead, the maximum amount for the Operating Committee that the Board of Directors proposes under agenda item 10.2 includes an amount for performance share awards granted in 2016. Remuneration for the Operating Committee in 2015, including any performance share awards granted in 2015, are not subject to shareholders' approval in accordance with the transitional rules of the Swiss ordinance against excessive compensation in listed companies.

10.1 Approval of the maximum aggregate amount of the remuneration for the Board of Directors until the next annual general meeting

Motion:

The Board of Director proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2015 Annual General Meeting until the next annual general meeting in 2016 in the amount of EUR 0.9 million.

Explanation:

The remuneration policy applicable to the members of the Board of Directors reflects the governance structure of Coca-Cola HBC AG and the responsibilities of the Board of Directors, and it aligns the aggregate compensation for the Board of Directors to the current levels of other large Swiss companies. The board and committee fees shall remain unchanged for the period from the Annual General Meeting to the annual general meeting in 2016.

The non-executive members of the Board of Directors of Coca-Cola HBC AG are entitled only to board participation fees, accordingly they only receive fixed compensation. They do not receive any variable, performance-based compensation, equity compensation or any additional fees for attending meetings. Members of the Board of Directors do not receive company pension or insurance benefits.

The table below shows the fees on which the proposed maximum aggregate amount of EUR 0.9 million for the remuneration for the members of the Board of Directors proposed for the period from the Annual General Meeting to the annual general meeting next year is based:

Basic non-executive Director's fee	65,000 €			
Senior Independent Director fee	10,000 €			
Committees	Audit	Remuneration	Nomination	Social Responsibility
Committee chairman fee	25,000 €	10,000 €	10,000 €	–
Committee member fee	12,500 €	5,000 €	5,000 €	5,000 €

Mr. George A. David (the Chairman of the Board of Directors) has waived any annual fee in respect of his membership of the Board of Directors or any Committee.

The proposed maximum aggregate amount of the remuneration for the members of the Board of Directors assumes that all proposed Board members (and Remuneration Committee members) will be elected by the shareholders at the Annual General Meeting.

10.2 Approval of the maximum aggregate amount of the remuneration for the Operating Committee for the next financial year

Motion:

The Board of Director proposes to approve a maximum aggregate amount of compensation for the members of the Operating Committee for the next financial year starting on 1 January 2016 and ending on 31 December 2016 in the amount of EUR 25.3 million.

Explanation:

CCHBC Group's remuneration strategy is to attract, retain, motivate employees and incentivise the right behaviours. Employees are fairly and equitably rewarded, ensuring their individual contribution is directly linked to the success of Coca-Cola HBC AG and CCHBC Group. To ensure that CCHBC Group attracts, retains and motivates employees, variable pay is an important instrument of Coca-Cola HBC AG's reward philosophy. CCHBC Group's policy therefore ties a significant proportion of remuneration for top managers (including the Chief Executive Officer) to the performance of CCHBC Group through short-term and long-term incentives, which supports maximisation of shareholder value. Through equity-related long-term compensation, Coca-Cola HBC AG seeks to ensure that the financial interests of the senior executives and the Chief Executive Officer are aligned with those of the shareholders.

Key features of the 2016 Operating Committee remuneration plan are:

- Performance measures aligned directly to our business strategy
- Variable compensation is performance-based
- The long-term incentive is subject to a three-year vesting period, based on our financial performance. The stock option grants have been eliminated
- Maximum individual incentive targets for the Chief Executive Officer and the Operating Committee members are in place for the performance share plan
- Introduction of malus and clawback clauses in the variable pay-programs

The compensation of the Operating Committee consists of the following key elements:

	Fixed Remuneration		Variable Pay	
	Base Salary	Retirement and other Benefits	Management Incentive Plan	Performance Share Plan
Purpose	To provide compensation appropriate to the requirements of the role, reflecting the skills, experience, and performance relevant to all levels.	To provide to the Chief Executive Officer and the members of the Operating Committee and their dependents with a level of security including living adjustment, housing allowance, trip allowance, matching contributions to the Employee Stock Purchase Plan, private medical insurance, tax filing support and employer social security contributions and post-retirement benefits, such as pension or cash alternative, consistent with market and regulatory practices.	To support the CCHBC Group business strategy by rewarding: <ul style="list-style-type: none"> (a) individual achievement of employees linked to individual targets, and (b) business performance, linked to key business metrics. 	A long-term component which is linked to our long-term business objectives, aligns the senior manager's interests with the interests of shareholders and increases the ability of CCHBC Group to attract and reward individuals with exceptional skills.
Performance Period			1 year: 2016	3 year: 2016–2019
Performance Measurement			Individual Achievement versus financial and non-financial objectives and business performance linked to key business metrics	3 years forward looking internal financial metrics set at the beginning of the three year vesting period.
Delivery	Cash	Local market practice specific	Cash	Shares; Dividend equivalents

The Operating Committee remuneration plan has the full support of the Board of Directors. The Board of Directors believes that the plan will provide a competitive advantage to Coca-Cola HBC AG in the marketplace for executive talent and is aligned with the Coca-Cola HBC AG's strategies and objectives as well as shareholders' interests.

The maximum remuneration is based on the following calculation of the compensation for the members of the Operating Committee:

	Fixed Remuneration		Variable Pay		Total Remuneration
	Base Salary	Retirement and other Benefits	Management Incentive Plan	Performance Share Plan	
Minimum	5,010,290 €	5,761,209 €	0 €	0 €	10,771,499 €
At target	5,010,290 €	5,761,209 €	2,780,716 €	5,694,685 €	19,246,900 €
Maximum	5,010,290 €	5,823,434 €	5,079,805 €	9,375,015 €	25,288,544 €

The target compensation will be reached if the members of the Operating Committee members reach a payout of 100% in the management incentive plan; for performance share awards, this has been calculated at their expected value. The maximum amount of the remuneration proposed to the shareholders for approval at the Annual General Meeting will be reached if each members of the Operating Committee reaches a payout of 200% in the management incentive plan and a payout of 100% in the performance share plan and would thus require all targets to be exceptionally exceeded. To date, this level of payout for all Operating Committee members on an aggregate basis has never occurred at Coca-Cola HBC AG.

Recommendation of the Board of Directors

The Board of Directors considers that all of the proposals to be considered at the Annual General Meeting are in the best interests of the Coca-Cola HBC AG and its shareholders as a whole. Accordingly, the Board of Directors unanimously recommends that you vote in favour of all the proposed resolutions, as the Directors who hold shares in Coca-Cola HBC AG intend to do in respect of their own beneficial holdings.

Organisational matters and notes

Participation in the Annual General Meeting

a) *Registered Shareholders*

Shareholders registered in the share register with voting rights on 19 June 2015 at 11:00 am CET (voting record date) will be entitled to vote at the Annual General Meeting. They may elect to vote either by way of personal attendance or by a representative in accordance with the terms set out below. Registration in the share register with voting rights may be time consuming and shareholders wishing to vote are urged to duly apply for registration as soon as possible. In any event, the last business day before the voting record date on which registration requests will be processed is 18 June 2015.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your access code for the online proxy voting platform that shareholders may use in connection with the Annual General Meeting.

If you are a registered shareholder and **elect to give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your access code printed on the reply form. You may then appoint the independent proxy and give voting instructions electronically or order an admission card electronically by 18 June 2015 at the latest.

If you are a registered shareholder and **elect to return the printed reply form**, please return it as soon as possible and by 16 June 2015 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland. Please note the section "Signing of reply forms" below. Preparation for the Annual General Meeting will be facilitated by the prompt return of your reply form.

In detail, voting materials will be sent to shareholders as follows:

- Registered shareholders who are entered in the share register up to and including 15 May 2015 will be sent this Notice and the reply form on or around the date of this Notice;
- Registered shareholders who are entered in the share register in the period between 15 May 2015 and 28 May 2015 will be sent this Notice and the reply form in a subsequent mailing;
- Shareholders who are entered in the share register as shareholders with voting rights after 28 May 2015 but before 19 June 2015 will be sent this Notice and the reply form upon request only. No requests for registration in the share register will be processed between 19 and 23 June 2015;
- If registered shareholders increase their shareholding registered in the share register with voting rights by 18 June 2015 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, shareholders will receive a new admission card and voting materials upon registration at the information desk of the Annual General Meeting; and
- Registered shareholders entered in the share register as shareholders *without* voting rights will not receive voting materials enabling them to attend, vote, or appoint a proxy to vote.

Shareholders who dispose of their shares prior to 19 June 2015, 11:00 am CET are not entitled to vote at the Annual General Meeting. Previously issued admission cards, as well as proxies, will become invalid automatically. Shareholders who dispose of their shares after 19 June 2015, 11:00 am CET, remain entitled to vote at the Annual General Meeting.

b) CDI Attendants

In connection with the admission of Coca-Cola HBC AG's shares to the premium segment and to trading on the London Stock Exchange, Coca-Cola HBC AG entered into arrangements enabling investors to hold, transfer and settle interests in Coca-Cola HBC AG's shares in the form of CREST depository interests ("CDIs"). CDIs are independent uncertificated securities constituted under English law, allowing the electronic settlement of trades in Coca-Cola HBC's shares via the CREST system operated by Euroclear UK & Ireland Limited. Each CDI represents one Coca-Cola HBC ordinary share.

The following persons (referred to as "CDI Attendants"), who are

- CREST members holding CDIs as beneficial owner;
- CREST members holding CDIs who act upon instructions from the beneficial owners (nominees), provided that they disclose the name, address and shareholding of such beneficial owners; or
- Beneficial owners (other than CREST members) of CDIs who can establish through which nominees they hold their CDIs and disclose their the name, address and shareholding,

are entitled to attend the Annual General Meeting, or to be represented by a proxy, and to cast their votes where they are the subject of an omnibus proxy expected to be granted by CREST International Nominees Limited in favour of such CDI Attendants.

CREST members who are entered in the CDI register maintained under the operation of Euroclear UK & Ireland Limited (the "CDI Register") will receive a reply form together with this Notice, which includes the web address (URL) and the access code for the online proxy voting platform that such CREST members may use in connection with the Annual General Meeting. Those members, or the beneficial owners of CDIs, should use the reply form to order admission cards or appoint a proxy. **All nominees are requested to forward copies of this Notice and the reply form (except for the access details to the online proxy voting platform, which they should treat as confidential and blacken or otherwise efface) immediately** to the beneficial owners of CDIs and to thereby clearly indicate the nominee's address for reply mail. Beneficial owners of CDIs are requested to follow the instructions of the CREST member through whom they hold their CDIs and to return any forms or voting instructions to such CREST member.

Preparation for the Annual General Meeting will be facilitated by the **prompt return of your reply form**. Beneficial owners of CDIs should return them as soon as possible to their nominees, and CREST members should return them as soon as possible and, in any event, by 16 June 2015 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland, except if they elect to return the reply form via the online proxy voting platform, as set out below. Processing of reply forms including beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 18 June 2015. In any case, please note the section "Signing of reply forms" below.

Instead of returning the reply form by mail, CREST members may also return it via the online proxy voting platform. In such case, please register online by using the URL and your access code printed on the reply form. You may then scan and upload the printed and signed reply form. Please submit the reply form **electronically** as soon as possible and on 18 June 2015 at the latest. Note that this electronic platform is only available for use by CREST members and not for beneficial owners of CDIs who hold their CDIs through a nominee.

Please note that, **in addition to returning the reply card**, to be eligible to attend and vote at the Annual General Meeting (in person or by proxy), CDI attendants must also **transfer their holding of CDIs** (i.e. such balance of CDIs in respect of which they wish to vote) **to an escrow balance in CREST** by inputting a transfer to escrow instruction in CREST to settle by 11:00 am BST on 18 June 2015 at the latest in accordance with the instructions set out in the corporate action bulletin to be published by Euroclear UK & Ireland Limited on or around 21 May 2015 (available on the Euroclear UK & Ireland section of its website at: www.euroclear.com). Beneficial ownership of the CDIs will be unchanged by reason of the transfer to escrow. Such CDIs will be held by CREST Depository Limited under the control of and to the order of Coca-Cola HBC AG (and, therefore, will not be available for any transaction or changing purposes) until they are released from escrow, which will take place automatically before the commencement of dealings on the London Stock Exchange on 22 June 2015, 08:00 am BST (to the extent practicable).

It is the sole responsibility of each CREST member and the beneficial owners for whom it acts as a nominee to ensure that the CDIs transferred into escrow are at least equal to the total number of CDIs for which voting rights are asserted by such CREST member and the beneficial owners for whom it acts as a nominee. If a beneficial owner gives voting instructions or returns a reply form to a CREST member, Coca-Cola HBC AG recommends that such CREST member immediately transfers the required balance of CDIs into escrow in order to avoid any shortage of CDIs in escrow. **If a CREST member fails to duly transfer a sufficient number of CDIs into escrow, all (and not only the exceeding) voting rights, reply forms and voting instructions relating to its CDIs will be disregarded,**

unless: (i) such CREST member has informed Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland, in writing by registered mail and by 18 June 2015, 11:00 am BST (time of receipt) which voting rights, reply forms and voting instructions relating to its CDIs and exceeding the balance of CDIs in escrow are to be disregarded and which are not; or (ii) if Coca-Cola HBC AG, in its sole discretion, determines that it can otherwise establish which voting rights, reply forms and/or voting instructions relating to such CDIs should be disregarded and which should not.

In detail, voting materials will be sent as follows:

- CREST members who are entered in the CDI Register up to 15 May 2015 will be sent this Notice and the reply form around the date of this Notice;
- CREST members who entered in the CDI Register in the period between 15 May 2015 and 28 May 2015 will be sent this Notice and the reply form in a subsequent mailing; and
- CREST members who will be entered in the CDI register after 28 May 2015 but before 18 June 2015 on 11:00 am BST will be sent this Notice and the reply form upon request only.

c) DSS Holders

In connection with its secondary listing on the Athens Exchange, Coca-Cola HBC AG shares may be held in bookentry form in the Greek dematerialised securities system ("DSS") in DSS accounts. Based on reporting of DSS account information, Coca-Cola HBC AG registers in its share register all holders of Coca-Cola HBC AG shares in DSS accounts ("DSS Holders") as shareholders without voting rights from time to time. As registered shareholders, DSS Holders will generally be subject to the same rules as other registered shareholders, as set out in section a) above, except as mentioned below. In particular, they will receive the same information as other registered shareholders (including the web address (URL) and an access code for the online proxy voting platform) except that their reply form is designed so as to facilitate their registration in the share register with voting rights in order to vote at the Annual General Meeting.

In order to be eligible to vote, however, DSS Holders must explicitly declare on their reply form that they hold their shares as beneficial owners, i.e. in their own name and for their own account. By giving a beneficial ownership declaration, DSS Holders may be registered in the share register as shareholders *with* voting rights in accordance with art. 7 para. 2 of the Articles of Association. Beneficial ownership declarations will also extend to additional shares acquired and registered by 18 June 2015.

Nominees who qualify as financial intermediaries under art. 7 para. 3 of the Articles of Association may be eligible to vote provided that they disclose the name, address and shareholding of all such beneficial owners upon whose voting instructions they act. On the reply form, DSS Holders will also consent to be requalified as shareholders without voting rights after the Annual General Meeting.

If you are a DSS holder and **elect to register with voting rights, give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your access code printed on the reply form. You may then appoint the independent proxy and give voting instructions electronically or order an admission card electronically by 18 June 2015 at the latest. Note that if your DSS account information contains *a mailing address indicating not you but a third party (including custodians and other representatives)* as the addressee, you or such third party acting on your behalf will need to *scan and upload the printed and signed reply form (plus, if applicable, a power of attorney, a sample of which is provided to such DSS Holders as Annex 2 to their reply form)* to the online proxy voting platform for authentication purposes (please also note the section "Signing of reply forms" below). Please contact your DSS operator if you would like to change your mailing address in your DSS account information.

If you are a DSS Holder and **elect to return the printed reply form**, you are urged to return your reply form as soon as possible and in any event by 16 June 2015 at the latest to Coca-Cola HBC AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland. Processing of reply forms including registration requests and beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 16 June 2015. In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 18 June 2015. Also, please note the section "Signing of reply forms" below.

If DSS Holders who declare to be the beneficial owner of their shares increase their shareholding recorded in DSS by 18 June 2015 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, DSS Holders will receive a new admission card and voting materials upon registration at the information desk of the Annual General Meeting. DSS Holders who dispose of their shares in DSS by 19 June 2015 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 19 June 2015 remain entitled to vote at the Annual General Meeting.

Signing of reply forms

Reply forms submitted by mail or, if applicable, uploaded as a scan through the online proxy voting platform must be signed as follows:

- by the relevant shareholder or CDI Attendant *personally*;
- if such shareholder or CDI Attendant is a legal entity, by *duly authorised representatives of such legal entity* (typically stamped and signed by two authorised signatories);
- if such shareholder or CDI Attendant is a minor or incapable to act, by its *legal representative*;
- if *any other persons, such as custodians, depositary banks, asset managers, DSS operators, financial intermediaries or any other representatives (other than nominees being shareholders or CDI holders of record who act in their own name)*, sign a reply form, the reply form must be accompanied by a *written, dated and signed power of attorney by the relevant registered shareholder or CDI Attendant* that in the view of Coca-Cola HBC AG clearly evidences the authorisation to sign the reply form, including the matters contained therein, on such shareholder's or CDI Attendant's behalf. (In order to take account of the particularities of the Greek DSS, a sample of such a proxy is provided to certain DSS Holders as Annex 2 to their reply form, as mentioned in the preceding section "Participation in the Annual General Meeting – "DSS Holders".)

Note that pursuant to mandatory Swiss law, Coca-Cola HBC AG is not permitted to admit any institutionalised form of representation, including representation based on foreign law or on general terms on conditions, by depositary banks or asset managers (other than nominees being shareholders or CDI holders of record) but may only admit custodians, depositary banks, asset managers, DSS operators, financial intermediaries if they act either in their own name or upon an express, written and signed power of attorney and upon instructions by the shareholder of record.

Coca-Cola HBC AG has authority and responsibility to verify the due authorisation of signatories of the reply forms and any powers of attorney as it deems it required. In case of doubt, Coca-Cola HBC AG retains the right to require, in its discretion, additional conclusive evidence on signature authority (such as excerpts from commercial registers, certificates of incumbency, written proxies specifically authorising the signatory to sign the reply form, etc.).

Physical Attendance

Registered shareholders (including DSS Holders) or CDI Attendants who wish to attend the Annual General Meeting personally should apply for personal attendance by returning the reply card filled in accordingly.

In relation to *registered shareholders*, admission cards and voting materials will be sent by mail starting 10 June 2015. Otherwise, shareholders may pick up the admission card at the information desk at the Annual General Meeting upon photo identification.

In relation to *CDI Attendants*, admission cards will be available for pick-up at the information desk of the Annual General Meeting. When picking up their admission card, CDI Attendants are requested to present photo identification.

Proxies

Shareholders and CDI Attendants who do not wish to attend the Annual General Meeting in person can, in general, be represented as follows:

- *By the independent proxy*, Ms. Ines Poeschel, Kellerhals Attorneys at Law, Raemistrasse 5, CH-8024 Zurich. Shareholders or CDI Attendants who wish to instruct the independent proxy must fill in the reply form accordingly or use the online proxy voting platform, as explained above. Please give general voting instructions by filling in the relevant section on the front side of the reply form or specific instructions by filling in the relevant section on the reverse side of the reply form. Without general or specific instructions, the independent proxy will abstain from voting, which will generally count as a "no"-vote under Coca-Cola HBC AG's articles.
- *By a third person based on written proxy*. In order to grant authority to any such person, a shareholder or CDI Attendant must return the reply form after filling in the proxy section of the form and having provided the full name and address of the representative. Duly authorised representatives may pick up the admission card at the information desk if they can provide photo identification.

Voting procedure

Subject to the powers of the chairman of the meeting to determine the voting procedure in accordance with art. 19 of the Articles of Association, it is expected that voting at the Annual General Meeting will be conducted by written ballot.

Issued shares and total voting rights

As at 15 May 2015 Coca-Cola HBC AG's total issued share capital comprised 367,838,247 ordinary shares of CHF 6.70, of which 14,925 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 shares are held by its subsidiary, Coca-Cola Hellenic Bottling Company S.A., in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 15 May 2015 is 364,393,187.

Documents available for inspection

The following documents will be available for inspection from 21 May 2015, at the Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6300 Zug, Switzerland, and at the venue of the Annual General Meeting itself for at least 15 minutes prior to the Annual General Meeting until the end of the Annual General Meeting:

- a copy of the 2014 Integrated Annual Report, which includes the reports by Coca-Cola HBC AG's statutory auditors, PricewaterhouseCoopers AG (relating to the proposals of the Board of Directors in agenda items 1, 2 and 6);
- the general terms of appointment applicable to each current and new non-executive member of the Board of Directors proposed to be re-elected or elected (as the case may be);
- a copy of Articles of Association, marked to show the changes to be adopted pursuant to agenda item 5.1
- a copy of the draft rules of the Stock Option Plan (to be renamed the Coca-Cola HBC AG Stock Option and Performance Share Award Plan), as proposed to be amended pursuant to agenda item 5.2.

Shareholders and CDI Attendants may request that copies of the 2014 Integrated Annual Report is sent to them starting from 21 May 2015.

A copy of this Notice, the 2014 Integrated Annual Report and other relevant shareholder information, may also be accessed and downloaded from the website of Coca-Cola HBC AG at <http://www.coca-colahellenic.com/investorrelations/shareholderinfo/annual-general-meeting>.

Minutes

The minutes of the Annual General Meeting are expected to be available for inspection from 3 July 2015 at Coca-Cola HBC AG's registered office.

General enquiries

If you have any enquiries relating to the Annual General Meeting or this Notice, please contact Maria Livaniou, tel.: +30 210 618 3106, e-mail: maria.livaniou@cchellenic.com.

Zug, 21 May 2015

By order of the Board of Directors

George A. David, Chairman

