

**Resolutions passed at the
Annual General Meeting of
Coca-Cola HBC AG**

**held on Tuesday, 23 June 2015; 11:00 am CET
at Theater Casino Zug, Switzerland**

Presence

268,588,010 shares represented

73.02% of the total issued share capital⁽¹⁾

73.71% of the outstanding voting rights, whether exercisable or not⁽¹⁾

(1) On 23 June 2015, Coca-Cola HBC AG's total issued share capital of CHF 2,464,516,254.90 consisted of 367,838,247 ordinary shares, of which 14,925 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 shares are held by a subsidiary in treasury. Accordingly, the total number of outstanding voting rights in Coca-Cola HBC AG as at 23 June 2015, whether exercisable or not, was 364,393,187.

Agenda items

The following resolutions have been passed:

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

The shareholders passed the resolution by

Votes for	268 340 556	(99.91%)
Votes against	24 202	(0.01%)
Abstentions cast	223 252	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, (i) the 2014 integrated annual report for the financial year ended on 31 December 2014 was 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 have thereby been approved.

2 Appropriation of available earnings and reserves / declaration of dividend

2.1 Appropriation of available earnings

The shareholders passed the resolution by

Votes for	268 364 759	(99.92%)
Votes against	0	(0.00%)
Abstentions cast	223 251	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The carrying forward of the retained earnings as proposed by the Board of Directors has been approved.

2.2 Declaration of a dividend

The shareholders passed the resolution by

Votes for	268 364 589	(99.92%)
Votes against	150	(0.00%)
Abstentions cast	223 271	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of 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 has been approved. 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.

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

The shareholders passed the resolution by

Votes for	268 250 693	(99.88%)
Votes against	111 085	(0.04%)
Abstentions cast	226 232	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The discharge of the members of the Board of Directors and the members of the Operating Committee for the financial year ended on 31 December 2014 has been approved.

4 Approval of share buy-back

The shareholders passed the resolution by

Votes for	268 364 664	(99.92%)
Votes against	0	(0.00%)
Abstentions cast	223 346	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The repurchase of 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;

has been approved.

The authority to buy back shares will expire at the conclusion of the next 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.

5 Amendment of in respect to long-term incentive plans

5.1 Amendment of Articles of Association

The shareholders passed the resolution by

Votes for	259 845 549	(96.75%)
Votes against	8 516 985	(3.17%)
Abstentions cast	225 476	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	(0.00%)

(Percentages are calculated based on total voting rights represented.)

The required qualified majority of 2/3 of the votes represented including an absolute majority of the nominal value of the shares represented has been reached.

The proposed amendments of articles 33 subparagraph 2 and 4 and 34 subparagraph 1 of the Articles of Association have thereby been approved.

5.2 Authorisation to adopt the amendment of the Stock Option Plan

The shareholders passed the resolution by

Votes for	258 780 742	(96.35%)
Votes against	9 176 353	(3.42%)
Abstentions cast	630 915	(0.23%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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

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

The shareholders passed the resolution by

Votes for	213 911 712	(79.64%)
Votes against	46 089 032	(17.16%)
Abstentions cast	8 587 266	(3.20%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The UK Remuneration Report (including the remuneration policy) and the Swiss Remuneration Report has been approved by advisory vote.

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 election as the Chairman of the Board of Directors (in a single vote)

The shareholders passed the resolution by

Votes for	267 157 987	(99.47%)
Votes against	1 208 157	(0.45%)
Abstentions cast	221 866	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

George A. David has thereby been re-elected as a member of the Board of Directors and elected as the Chairman of the Board of Directors, in each case, for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.2 Re-election of Antonio D'Amato as a member of the Board of Directors and election as a member of the Remuneration Committee (in a single vote)

The shareholders passed the resolution by

Votes for	266 039 861	(99.05%)
Votes against	2 324 828	(0.87%)
Abstentions cast	223 321	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Antonio D'Amato has thereby been re-elected as a member of the Board of Directors and elected as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.3 Re-election of Sir Michael Llewellyn-Smith as a member of the Board of Directors and election as a member of the Remuneration Committee (in a single vote)

The shareholders passed the resolution by

Votes for	265 753 881	(98.95%)
Votes against	2 609 508	(0.97%)
Abstentions cast	224 621	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Sir Michael Llewellyn-Smith has thereby been re-elected as a member of the Board of Directors and elected as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.4 Re-election of Dimitris Lois as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	268 064 526	(99.81%)
Votes against	300 363	(0.11%)
Abstentions cast	223 121	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Dimitris Lois has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.5 Re-election of Anastassis G. David as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	265 596 721	(98.89%)
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Votes against	2 534 462	(0.94%)
Abstentions cast	456 827	(0.17%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastassis G. David has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.6 Re-election of Irial Finan as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	265 971 276	(99.03%)
Votes against	2 159 707	(0.80%)
Abstentions cast	457 027	(0.17%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Irial Finan has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.7 Re-election of Nigel Macdonald as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	267 001 602	(99.41%)
Votes against	1 361 787	(0.51%)
Abstentions cast	224 621	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Nigel Macdonald has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.8 Re-election of Anastasios I. Leventis as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 290 642	(99.14%)
Votes against	1 840 491	(0.69%)
Abstentions cast	456 877	(0.17%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios I. Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.9 Re-election of Christo Leventis as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 290 702	(99.14%)
Votes against	1 840 491	(0.69%)
Abstentions cast	456 817	(0.17%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Christo Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	260 575 058	(97.02%)
Votes against	7 555 925	(2.81%)
Abstentions cast	457 027	(0.17%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

José Octavio Reyes has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

7.1.11 Re-election of John P. Sechi as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 816 587	(99.34%)
Votes against	1 546 697	(0.58%)
Abstentions cast	224 726	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

John P. Sechi has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

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

The shareholders passed the resolution by

Votes for	268 326 080	(99.91%)
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Votes against	37 204	(0.01%)
Abstentions cast	224 726	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Olusola (Sola) David-Borha has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next Annual General Meeting in 2016.

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)

The shareholders passed the resolution by

Votes for	268 303 157	(99.90%)
Votes against	60 492	(0.02%)
Abstentions cast	224 361	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Alexandra Papalexopoulou has thereby been elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next Annual General Meeting in 2016.

8 Election of the independent proxy

The shareholders passed the resolution by

Votes for	268 363 589	(99.92%)
Votes against	0	(0.00%)
Abstentions cast	224 421	(0.08%)
Total votes cast	268 588 010	(100.00%)

Votes not cast (or invalid)	0
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(Percentages are calculated based on total votes cast.)

Ms. Ines Poeschel, Kellerhals Attorneys at law, Zurich, Switzerland, has thereby been elected as independent proxy for a term of one year until the end of the next Annual General Meeting in 2016.

9 Election of the auditors

9.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	267 572 206	(99.63%)
Votes against	791 443	(0.29%)
Abstentions cast	224 361	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

PricewaterhouseCoopers AG, Zurich, Switzerland, has thereby been re-elected as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2015.

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

The shareholders passed the resolution by

Votes for	268 321 596	(99.90%)
Votes against	41 798	(0.02%)
Abstentions cast	224 616	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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 for a term of one year until the next Annual General Meeting, has thereby been approved by way of an advisory vote and the authority of the Audit Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration has thereby been confirmed by way of an advisory vote.

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

The shareholders passed the resolution by

Votes for	268 323 001	(99.90%)
Votes against	41 798	(0.02%)
Abstentions cast	223 211	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ernst & Young AG, Zurich Branch, Switzerland, has thereby been re-elected as audit expert for audits of capital increases for a term of one year until the end of the next Annual General Meeting in 2016.

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

The shareholders passed the resolution by

Votes for	268 362 579	(99.92%)
Votes against	1 510	(0.00%)
Abstentions cast	223 921	(0.08%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The required relative majority of votes validly cast has been reached. The 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 852,500 has thereby been approved by a relative majority.

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

The shareholders passed the resolution by

Votes for	267 386 311	(99.56%)
Votes against	60 629	(0.02%)
Abstentions cast	1 141 070	(0.42%)
Total votes cast	268 588 010	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The required relative majority of votes validly cast has been reached. The 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 24,990,431 has thereby been approved.

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

Zug, 23 June 2015

George A. David
Chairman of the Board

Jan Gustavsson
Company Secretary