

**Resolutions passed at the
Annual General Meeting of**

Coca-Cola HBC AG

**held on Monday, 11 June 2018; 11:00 am CET
at Theater Casino Zug, Artherstrasse 2–4, 6300, Switzerland**

Presence

267 898 003 shares represented

72.10% of the total issued share capital⁽¹⁾

72.77% of the outstanding voting rights, whether exercisable or not⁽¹⁾

On 11 June 2018, Coca-Cola HBC AG's total issued share capital of CHF 2'489'582'435.60 consisted of 371'579'468 ordinary shares, of which 14'925 ordinary shares are held by Coca-Cola HBC AG and 3'430'135 ordinary shares are held by its subsidiary, COCA-COLA HBC SERVICES MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 11 June 2018 is 368'134'408.

Agenda items

The following resolutions have been passed:

- 1 Receipt of the 2017 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2017**

The shareholders passed the resolution by

Votes for	267 819 772	(99.97%)
Votes against	0	(0.00%)
Abstentions cast	78 231	(0.03%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, (i) the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2017 (the "2017 Integrated Annual Report") has thereby been received, and (ii) the annual management report and the stand-alone financial statements of Coca-Cola HBC AG (the "Stand-Alone Financial Statements") as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries (the "CCHBC Group") for the financial year ended on 31 December 2017 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	267 753 636	(99.94%)
Votes against	132 324	(0.05%)
Abstentions cast	12 043	(0.01%)
Total votes cast	267 898 003	(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 from reserves

The shareholders passed the resolution by

Votes for	267 843 062	(99.97%)
Votes against	42 898	(0.02%)
Abstentions cast	12 043	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of a gross dividend of EUR 0.54 on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve has been approved. Own shares held directly by the Company are not entitled to dividends. The total aggregate amount of the dividends shall be capped at an amount of CHF300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 5,824,716,342.16, as shown in the Stand-Alone Financial Statements, by a maximum of CHF 300,000,000. To the extent that the dividend calculated as EUR 0.54 per share would exceed the Cap on the day of the Annual General Meeting, due to the exchange rate 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 is anticipated to be made on 24 July 2018 to holders of Coca-Cola HBC AG shares on the record date of 29 June 2018.

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	267 606 114	(99.90%)
Votes against	200 206	(0.07%)
Abstentions cast	78 771	(0.03%)
Total votes cast	267 885 091	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The discharge to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2017 and ending on 31 December 2017 has been approved.

4 Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee

4.1 Current members of the Board of Directors

4.1.1 Re-election of Anastassis G. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)

The shareholders passed the resolution by

Votes for	258 263 078	(96.40%)
Votes against	9 621 916	(3.59%)
Abstentions cast	13 009	(0.01%)
Total votes cast	267 898 003	(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 and 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 2019.

4.1.2 Re-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	267 664 949	(99.91%)
Votes against	220 045	(0.08%)
Abstentions cast	13 009	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Alexandra Papalexopoulou has thereby been re-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 2019.

4.1.3 Re-election of Reto Francioni 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	264 695 914	(98.80%)
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Votes against	2 992 041	(1.12%)
Abstentions cast	210 048	(0.08%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Reto Francioni has thereby been re-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 2019.

4.1.4 Re-election of Charlotte J. Boyle 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	267 687 397	(99.92%)
Votes against	177 272	(0.07%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Charlotte J. Boyle¹ has thereby been re-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 2019.

4.1.5 Re-election of Ahmet C. Bozer as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	263 421 114	(98.33%)
Votes against	4 443 555	(1.66%)

¹ Generally being known under the name Charlotte J. Boyle, her official name is Charlotte Jane Cooper-Evans.

Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ahmet C. Bozer 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 2019.

4.1.6 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	267 409 956	(99.82%)
Votes against	454 713	(0.17%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Olusola (Sola) David-Borha 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 2019.

4.1.7 Re-election of William W. Douglas III as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 387 103	(99.44%)
Votes against	1 477 566	(0.55%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

William W. Douglas III 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 2019.

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

The shareholders passed the resolution by

Votes for	263 159 683	(98.23%)
Votes against	4 725 236	(1.76%)
Abstentions cast	13 084	(0.01%)
Total votes cast	267 898 003	(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 2019.

4.1.9 Re-election of Christodoulos Leventis as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	263 617 399	(98.40%)
Votes against	4 267 520	(1.59%)
Abstentions cast	13 084	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Christodoulos 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 2019.

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

The shareholders passed the resolution by

Votes for	263 436 444	(98.34%)
Votes against	4 428 225	(1.65%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(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 2019.

4.1.11 Re-election of Robert Ryan Rudolph as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	263 229 638	(98.26%)
Votes against	4 635 031	(1.73%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Robert Ryan Rudolph 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 2019.

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

The shareholders passed the resolution by

Votes for	267 090 984	(99.70%)
Votes against	773 685	(0.29%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)

Votes not cast (or invalid)	0
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(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 2019.

4.2 Election of Zoran Bogdanovic as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	266 427 115	(99.45%)
Votes against	1 437 554	(0.54%)
Abstentions cast	33 334	(0.01%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zoran Bogdanovic 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 2019.

5 Election of the independent proxy

The shareholders passed the resolution by

Votes for	267 770 948	(99.96%)
Votes against	63 133	(0.02%)
Abstentions cast	63 922	(0.02%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, 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 2019.

6 Election of the auditors

6.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	266 367 079	(99.43%)
Votes against	775 325	(0.29%)
Abstentions cast	755 599	(0.28%)
Total votes cast	267 898 003	(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 2018.

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

The shareholders passed the resolution by

Votes for	267 058 216	(99.69%)
Votes against	775 325	(0.29%)
Abstentions cast	64 462	(0.02%)
Total votes cast	267 898 003	(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, to hold office for a term of one year until the next annual general meeting in 2019, has thereby been approved by way of an advisory vote and the authority of the Audit and Risk Committee to determine Pricewaterhouse-

Coopers S.A.'s terms of engagement and remuneration has thereby been confirmed by way of an advisory vote.

7 Advisory vote on the UK Remuneration Report

The shareholders passed the resolution by

Votes for	265 082 348	(98.95%)
Votes against	2 685 004	(1.00%)
Abstentions cast	130 651	(0.05%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The remuneration report of the Board of Directors, excluding the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution (the "UK Remuneration Report"), has been approved by way of an advisory vote.

8 Advisory vote on the Remuneration Policy

The shareholders passed the resolution by

Votes for	262 992 878	(98.17%)
Votes against	4 775 024	(1.78%)
Abstentions cast	130 101	(0.05%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The remuneration policy of Coca-Cola HBC AG (the "Remuneration Policy"), in the form set out at pages 108 to 115 of the 2017 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 11 June 2018, has been approved by way of an advisory vote.

9 Advisory vote on the Swiss Remuneration Report

The shareholders passed the resolution by

Votes for	265 053 923	(98.94%)
Votes against	2 713 904	(1.01%)
Abstentions cast	130 176	(0.05%)
Total votes cast	267 898 003	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The Swiss Remuneration Report being the remuneration report required by Swiss law has been approved by way of an advisory vote.

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

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

The shareholders passed the resolution by

Votes for	266 170 268	(99.38%)
Votes against	1 652 689	(0.62%)
Total votes cast	267 822 957	(100.00)
Abstentions	75 046	
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

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 2018 Annual General Meeting until the next annual general meeting in 2019 in the amount of EUR 1.5 million has thereby been approved by a relative majority.

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

The shareholders passed the resolution by

Votes for	263 904 469	(98.70%)
Votes against	3 471 741	(1.30%)
Total votes cast	267 376 210	(100.00)
Abstentions	521 793	
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The maximum aggregate amount of compensation for the members of the Operating Committee (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2019 and ending on 31 December 2019 in the amount of EUR 35 million has thereby been approved by a relative majority.

11 Amendments to the Articles of Association in respect of management incentive and long-term incentive arrangements

The shareholders passed the resolution by

Votes for	265 039 330	(98.94%)
Votes against	2 794 891	(1.04%)
Abstentions cast	63 782	(0.02%)
Total votes cast	267 898 003	(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 proposal to amend Art. 33 paragraph 1 no. 3, to add a new Art. 33 paragraph 1 no. 4 and to amend Art.

33 paragraph 2 no. 2, Art. 33 paragraph 3 no. 2 and Art. 33 paragraph 4 of the Articles of Association as follows (amendments in ***bold and italic***):

Art. 33	Art. 33
<p>Anreiz- und Beteiligungspläne ¹ Die Mitglieder der Geschäftsleitung erhalten einen Management Incentive in bar nach folgenden Grundsätzen:</p> <ol style="list-style-type: none"> 1. Der Target Management Incentive beträgt, wenn alle Ziele zu 100% erreicht werden, für den Chief Executive Officer maximal 100% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal 80% der Grundvergütung. Die maximale Auszahlung im Rahmen des Management Incentive ist auf 200% des Target Management Incentive begrenzt. 2. Der Management Incentive hängt von individuellen Zielen und jährlichen Geschäftszielen ab. Der Vergütungsausschuss legt die Rahmenbedingungen dieser Ziele (einschliesslich der Key Business Indicators) sowie deren Gewichtung nach seinem Ermessen fest und bestimmt, wer die Ziele vorgeben soll (wobei die jährlichen Geschäftsziele grundsätzlich vom Verwaltungsrat zu genehmigen sind). Abhängig vom Ausmass der Zielerreichung genehmigt der Vergütungsausschuss die Auszahlung des Management Incentive nach dem Ende jenes Jahres, auf welches sich der Incentive bezieht. 3. Wenn das Arbeitsverhältnis eines Geschäftsleitungsmitglieds mit der Coca-Cola HBC Gruppe <i>aus einem anderen als einem wichtigen Grund</i> beendet wird, wird der Management Incentive für das entsprechende Jahr auf einer pro-rata-Basis ausbezahlt (einschliesslich während einer allfälligen Freistellung, wobei dort in Bezug auf individuelle Ziele die Auszahlung auf der Grundlage des Target Incentive ausgerichtet werden kann). <i>Sollte das Arbeitsverhältnis eines Geschäftsleitungsmitglieds mit der Coca-Cola HBC Gruppe durch den Arbeitgeber aus einem wichtigen Grund gekündigt werden, so verliert der Arbeitnehmer sämtliche Ansprüche auf einen Management Incentive.</i> 4. <i>Der Chief Executive Officer erhält einen Teil des jährlichen Management Incentive in Form von Namenaktien der Gesellschaft vorbehaltlich einer Vesting-Periode und einer Verwirkung im Falle eines Bad Leavers, jeweils, wie vom Vergütungsausschuss festgelegt.</i> <p>² Die Mitglieder der Geschäftsleitung erhalten einen Long-Term Incentive in der Form von</p>	<p>Incentive and Participation Plans ¹ The members of the Operating Committee shall receive a management incentive in cash in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. The target management incentive in case all targets are achieved at 100% shall not exceed 100% of the base salary for the Chief Executive Officer and 80% of the base salary for the other members of the Operating Committee. The maximum payout under the management incentive shall be no more than 200% of the target management incentive. 2. The management incentive shall depend on individual targets and annual business targets. The Remuneration Committee shall, in its discretion, detail the framework for these targets (including the key business indicators) and their weighting, as well as determine who shall set targets (it being understood that annual business targets are generally approved by the Board of Directors). Based on the achievement of such targets, the Remuneration Committee approves the payout of the management incentive following the end of the year to which the incentive refers to. 3. In case the employment relationship of a member of the Operating Committee with the Coca-Cola HBC Group is terminated <i>for any reason other than for cause</i>, the management incentive for the relevant year shall be paid on a pro rata basis (including during any garden leave, where payment may be based on the target incentive in respect to individual targets). <i>In case the employment relationship of a member of the Operating Committee with the Coca-Cola HBC Group is terminated by the employer for cause, the employee shall forfeit any and all entitlements to a management incentive.</i> 4. <i>The Chief Executive Officer shall receive a portion of the annual management incentive in registered shares of the Company subject to a vesting period and forfeiture in case of a bad leaver, each, as determined by the Remuneration Committee.</i> <p>² The members of the Operating Committee shall receive a long-term incentive in the form</p>

Aktienzuteilungen nach Leistung (performance share awards) ("LTI") nach folgenden Grundsätzen:

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 Vergütungsausschuss in seinem 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; **und, im Falle des Chief Executive Officer, unterliegen sämtliche gevesteten Aktien zusätzlich einer Haltedauer von zwei Jahren ab dem Vesting der betreffenden Aktien.** 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 nicht-gevestete LTI-Zuteilungen:
 - (a) bei Verletzung, Arbeitsunfähigkeit oder Tod vesten sie sofort, abhängig von der (erwarteten) Zielerreichung;
 - (b) bei einer qualifizierenden Pensionierung oder einem genehmigten Übertritt zu einer Gesellschaft innerhalb des Coca-Cola-Systems läuft das Vesting weiter;
 - (c) falls der Arbeitgeber aus wichtigem Grund kündigt, verfallen sie;
 - (d) in allen anderen Fällen verfallen sie.
4. Die Pläne können vorsehen, dass LTIs in bar bezahlt werden und können Bestimmungen enthalten für die Behandlung von Dividenden, Kapitalumstrukturierungen oder Kontrollwechsel (und insbesondere vorsehen, dass LTIs sofort vesten, oder dass der Vergütungsausschuss in seinem Ermessen angemessene Anpassungen vornimmt).
- 3 Die Mitglieder der Geschäftsleitung sind berechtigt, sich am allgemeinen Mitarbeiter-Aktienbeteiligungsprogramm der Gesell-

of performance share awards ("LTI") according to the following principles:

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 Remuneration Committee in its 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; **and, in addition for the Chief Executive Officer, any vested shares shall be subject to an additional holding period for two years following the vesting of such shares.** 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 unvested LTI awards:
 - (a) in case of injury, disability or death, they shall immediately vest, depending on the (expected) satisfaction of 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;
 - (c) in case of termination by the employer for cause (aus wichtigem Grund), they shall be forfeited;
 - (d) in any other cases, they shall be forfeited.
4. 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 Remuneration Committee has power to make equitable adjustments in its discretion).
- 3 The members of the Operating Committee may participate in the Company's common employee stock purchase plan which shall be estab-

schaft zu beteiligen, für das folgende Grundsätze gelten:

1. Jeder teilnahmeberechtigte Mitarbeiter und jede teilnahmeberechtigte Mitarbeiterin hat die Möglichkeit, jeden Monat bis zu 15% seines/ihrer Lohnes in Aktien der Gesellschaft zu investieren.
2. Unter Vorbehalt der nachfolgenden Ziffer 3 leistet die Gesellschaft (oder jede ihrer Tochtergesellschaften) einen Matching-Beitrag von bis zu 3% der Vergütung des Mitarbeiters oder der Mitarbeiterin (Grundvergütung und Management Incentive), welcher zum Erwerb von Matching-Aktien der Gesellschaft verwendet wird. **Die Matching-Beiträge werden verwendet, um die Aktien ein Jahr nach dem Matching zu erwerben.** Die Matching-Aktien vesten ~~350 Tage nach dem Erwerb~~ **sofort**. Bei der Beendigung des Arbeitsverhältnisses mit der Coca-Cola HBC Gruppe (mit Ausnahme eines Übertritts zu einer anderen Gesellschaft innerhalb des Coca-Cola Systems) verfallen sämtliche nicht gevesteten Aktien, ausser dass die Aktien sofort vesten bei Pensionierung, Tod, Verletzung oder Arbeitsunfähigkeit, Kündigung aus betrieblichen Gründen sowie weiteren vom Vergütungsausschuss näher geregelten oder festgelegten Situationen. Der Vergütungsausschuss kann weitere Fälle regeln, in denen nicht gevestete Aktien verfallen (namentlich in Fällen des ungetreuen Verhaltens).
3. Die in Griechenland wohnhaften teilnahmeberechtigten Mitarbeiterinnen und Mitarbeiter erhalten einen jährlichen Matching-Beitrag von bis zu 5% der Vergütung des Mitarbeiters oder der Mitarbeiterin (Grundvergütung und Management Incentive); die entsprechenden Aktien vesten sofort. Falls das Arbeitsverhältnis beendet wird, sind auf allfällige angewachsene, aber nicht ausbezahlte Matching-Beiträge die Regeln zum Vesting/Verfall gemäss der vorgehenden Ziffer 2 entsprechend anwendbar.
4. Matching-Beiträge stellen eine Vergütung zum Zeitpunkt, an welchem der entsprechende Beitrag auszubezahlen ist, und im Umfang der entsprechenden Auszahlung dar.
- 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 **Verwirkung, Verfall**, malus- und Rückgriffsbestimmungen (clawback).

lished in accordance with the following principles:

1. Each eligible employee has the opportunity to invest up to 15% of his/her salary in the Company's shares each month.
2. Subject to no. 3 hereinafter, the Company (or any of its subsidiaries) will make a matching contribution of up to a maximum of 3% of the employee's remuneration (base salary and management incentive) which will be used to acquire matching Company's shares. The matching **contributions are used to purchase** shares ~~shall vest 350 days one year~~ **after the purchase matching. Matching shares are immediately vested.** In case of a termination of the employment relationship with the Coca-Cola HBC group (other than a transfer to another company within the Coca-Cola system), any unvested shares are forfeited, except that they shall vest immediately in case of retirement, death, injury or disablement, dismissal for redundancy, and other exceptions specified or determined by the Remuneration Committee. The Remuneration Committee may specify further cases in which unvested shares are forfeited (such as in case of dishonest behaviour).
3. Eligible employees resident in Greece shall receive an annual matching contribution of up to 5% of the employee's remuneration (base salary and management incentive); the matching shares shall vest immediately. In case of a termination of the employment relationship, the rules on vesting/forfeiture pursuant to no. 2 above shall apply *mutatis mutandis* to any accrued but not paid-out matching contributions.
4. Matching contributions constitute a remuneration at the date such contribution is to be paid and in the amount of such payment.
- 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 **forfeiture, lapsing**, malus and clawback mechanisms.

has thereby been approved.

12 Approval of share buy-back

The shareholders passed the resolution by

Votes for	265 808 111	(99.22%)
Votes against	2 046 620	(0.76%)
Abstentions cast	43 272	(0.02%)
Total votes cast	267 898 003	(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 7,500,000;
- 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 the higher of (i) 5% over the average of the middle market price of the ordinary shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which Coca-Cola HBC AG agrees to buy the shares concerned; and (ii) an amount equal to the higher of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out.

has been approved.

The authority to buy back shares will expire at the conclusion of the next annual general meeting in 2019 or 30 June 2019, 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.

The full minutes of the Annual General Meeting will be available for inspection from 29 June 2018 at Coca-Cola HBC AG's registered office.

Zug, 11 June 2018

Anastassis G. David
Chairman of the Board

Jan Gustavsson
Company Secretary