

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

**held on Tuesday, 18 June 2019; 11:00 am CET
at Bossard Arena, General-Guisan-Str. 4, CH-6300 Zug, Switzerland**

Presence

234 246 241	shares represented
62.83%	of the total issued share capital ⁽¹⁾
64.55%	of the outstanding voting rights, whether exercisable or not ⁽¹⁾

(1) On 18 June 2019, Coca-Cola HBC AG's total issued share capital of CHF 2,385,930,124.80 consisted of 372,801,582 ordinary shares, of which 6,477,901 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 18 June 2019 is 362,893,546.

Agenda items

The following resolutions have been passed:

- 1 Receipt of the 2018 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 2018**

The shareholders passed the resolution by

Votes for	234 039 707	(99.91%)
Votes against	0	(0.00%)
Abstentions cast	206 534	(0.09%)
Total votes cast	234 246 241	(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 2018 (the "2018 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 2018 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	234 122 536	(99.94%)
Votes against	114 599	(0.05%)
Abstentions cast	9 106	(0.01%)
Total votes cast	234 246 241	(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 dividends from reserves

The shareholders passed the resolution by

Votes for	234 188 817	(99.97%)
Votes against	48 318	(0.02%)
Abstentions cast	9 106	(0.01%)
Total votes cast	234 246 241	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of (i) a gross dividend of EUR 0.57 (the "Ordinary Dividend") and (ii) a special dividend of EUR 2.00 (the "Special Dividend") 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 CHF 1,200,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 5,601,593,000, as shown in the Stand-Alone Financial Statements, by a maximum of CHF 1,200,000,000. To the extent that the Ordinary Dividend and the Special Dividend calculated on EUR 0.57 and EUR 2.00 per share respectively 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 30 July 2019 to holders of Coca-Cola HBC AG shares on the record date of 5 July 2019.

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	233 255 028	(99.68%)
Votes against	528 116	(0.23%)
Abstentions cast	208 440	(0.09%)
Total votes cast	233 991 584	(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 2018 and ending on 31 December 2018 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	224 610 663	(95.88%)
Votes against	9 625 031	(4.11%)
Abstentions cast	10 547	(0.01%)
Total votes cast	234 246 241	(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 2020.

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	233 749 626	(99.78%)
Votes against	486 068	(0.21%)
Abstentions cast	10 547	(0.01%)
Total votes cast	234 246 241	(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 2020.

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	230 977 455	(98.60%)
Votes against	3 257 917	(1.39%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

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	233 798 550	(99.80%)
Votes against	436 822	(0.19%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

4.1.5 Re-election of Zoran Bogdanovic as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	232 485 911	(99.24%)
Votes against	1 751 256	(0.75%)
Abstentions cast	9 074	(0.01%)
Total votes cast	234 246 241	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zoran Bogdanovic 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 2020.

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	233 743 656	(99.78%)
Votes against	491 716	(0.21%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

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

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	232 510 310	(99.25%)
Votes against	1 725 062	(0.74%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

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	224 089 173	(95.66%)
Votes against	10 146 521	(4.33%)
Abstentions cast	10 547	(0.01%)
Total votes cast	234 246 241	(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 2020.

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

The shareholders passed the resolution by

Votes for	224 353 352	(95.77%)
Votes against	9 882 342	(4.22%)

Abstentions cast	10 547	(0.01%)
Total votes cast	234 246 241	(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 2020.

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	224 353 020	(95.77%)
Votes against	9 882 352	(4.22%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

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

The shareholders passed the resolution by

Votes for	224 105 121	(95.67%)
Votes against	10 130 251	(4.32%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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 2020.

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	232 965 748	(99.45%)
Votes against	1 269 624	(0.54%)
Abstentions cast	10 869	(0.01%)
Total votes cast	234 246 241	(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 2020.

4.2 Election of Alfredo Rivera as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	224 255 808	(95.73%)
Votes against	9 979 725	(4.26%)
Abstentions cast	10 708	(0.01%)
Total votes cast	234 246 241	(100.00)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Alfredo Rivera 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 2020.

5 Election of the independent proxy

The shareholders passed the resolution by

Votes for	234 237 135	(99.99%)
Votes against	0	(0.00%)
Abstentions cast	9 106	(0.01%)
Total votes cast	234 246 241	(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 2020.

6 Election of the auditors

6.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	233 405 058	(99.64%)
Votes against	830 636	(0.35%)
Abstentions cast	10 547	(0.01%)
Total votes cast	234 246 241	(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 2019.

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	233 404 812	(99.64%)
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Votes against	830 542	(0.35%)
Abstentions cast	10 887	(0.01%)
Total votes cast	234 246 241	(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 2020, has thereby been approved by way of an advisory vote and the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers 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	232 487 763	(99.24%)
Votes against	1 747 581	(0.75%)
Abstentions cast	10 897	(0.01%)
Total votes cast	234 246 241	(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	224 790 736	(95.96%)
Votes against	9 445 934	(4.03%)

Abstentions cast	9 571	(0.01%)
Total votes cast	234 246 241	(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 126 to 134 of the 2018 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 18 June 2019, 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	232 323 962	(99.17%)
Votes against	1 911 392	(0.82%)
Abstentions cast	10 887	(0.01%)
Total votes cast	234 246 241	(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	232 930 428	(99.44%)
Votes against	1 304 801	(0.56%)
Total votes cast	234 235 229	(100.00)

Abstentions	11 012
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 2019 Annual General Meeting until the next annual general meeting in 2020 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	231 596 412	(98.98%)
Votes against	2 385 368	(1.02%)
Total votes cast	233 981 780	(100.00)
Abstentions	264 461	
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 2020 and ending on 31 December 2020 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	234 235 185	(99.98%)
Votes against	1 451	(0.01%)

Abstentions cast	9 605	(0.01%)
Total votes cast	234 246 241	(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

(a) to reduce the share capital of Coca-Cola HBC AG by CHF 21,773,680.10 from CHF 2,491,242,434.30 to CHF 2,469,468,754.20 by cancelling 3,249,803 registered shares each with a par value of CHF 6.70, which are held by Coca-Cola HBC AG in treasury and were acquired as part of the share buy-back programme approved at the annual general meeting held on 11 June 2018;

(b) to confirm, as a result of the auditor's report issued pursuant to art. 732 paragraph 2 of the Swiss Code of Obligations, that the creditors' claims are fully covered in spite of the capital reduction; and

(c) to change art. 4 paragraph 1 of the Articles of Association of Coca-Cola HBC AG, upon completion of the reduction of share capital, as follows (amendments in ***bold and italics***):

	Art. 4		Art. 4
Aktienkapital	¹ Das Aktienkapital der Gesellschaft beträgt CHF 2,469,468,754.20 und ist eingeteilt in 368,577,426 Namenaktien mit einem Nennwert von CHF 6.70 pro Aktie. Das Aktienkapital ist vollständig liberiert.	Incentive and Participation Plans	¹ The share capital of the Company amounts to CHF 2,469,468,754.20 and is divided into 368,577,426 registered shares with a par value of CHF 6.70 per share. The share capital is fully paid-in.

has thereby been approved.

The full minutes of the Annual General Meeting will be available for inspection from 5 July 2019 at Coca-Cola HBC AG's registered office.

Zug, 18 June 2019

Anastassis G. David
Chairman of the Board

Jan Gustavsson
Company Secretary