

**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 CHE-235.296.902,  
registered office in Steinhausen and registered address at  
Turmstrasse 26, 6312 Steinhausen, Switzerland

**Tuesday, 16 June 2020 11:00 am CET**

**By Independent Proxy only**

**at Turmstrasse 26, 6312 Steinhausen,  
Switzerland**

Beginning of meeting: 11:00 am CET

**Important Notice related to COVID-19 pandemic:** The updated Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, valid until 30 June 2020 and issued under the Swiss Federal Epidemic Act, declares a ban on all public or private events in Switzerland. The ban also includes annual general meetings of Swiss companies. Therefore, physical presence of shareholders is banned and voting is restricted to voting by independent shareholder proxy.

(This page has been left blank intentionally.)

# Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 14 May 2020

## Annual General Meeting of Coca-Cola HBC AG to be held on 16 June 2020

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's annual general meeting (the "Annual General Meeting"), which will be held on Tuesday, 16 June 2020 at 11:00 am CET, without attendance in person due to the Covid-19 pandemic. The formal notice convening the Annual General Meeting is set out at the end of this letter, beginning on page 5 (the "Notice").

### 1. Proposals of the Board of Directors

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

1. To receive the 2019 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 financial year ended on 31 December 2019.
2. To carry forward the available earnings and to declare for each ordinary registered share of Coca-Cola HBC AG with a par value of CHF 6.70 out of the general capital contribution reserve an ordinary dividend of EUR 0.62 (capped at a total aggregate amount of CHF 300,000,000).
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 2019.
4. To re-elect certain current members of the Board of Directors and the Chairman of the Board of Directors, to elect a new member of the Board of Directors and to elect the members of the Remuneration Committee.
5. To re-elect Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, as the independent proxy of Coca-Cola HBC AG.
6. To (i) re-elect PricewaterhouseCoopers AG, Switzerland, as the statutory auditor of Coca-Cola HBC AG; and (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.
7. To approve, by way of an advisory vote, the UK Remuneration Report of Coca-Cola HBC AG, excluding the section containing the Remuneration Policy of Coca-Cola HBC AG for the purposes of this resolution.
8. To approve, by way of a separate advisory vote, the Remuneration Policy of Coca-Cola HBC AG.
9. To approve, by way of an advisory vote, the Swiss Remuneration Report of Coca-Cola HBC AG.
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.
11. To approve a buy-back of up to 10,000,000 Coca-Cola HBC AG ordinary shares in order to (i) avoid dilution resulting from the issuance of stock options or (ii) meet the requirements of the Coca-Cola HBC AG employee incentive scheme and (iii) provide, in suitable circumstances, the flexibility to manage the capital resources of Coca-Cola HBC AG.

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 16 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 9 June 2020. Alternatively, you may make use of an online proxy voting platform before 10 June 2020 by using the URL and your access code printed on your reply form. The section headed "Organisational matters and notes" beginning on page 17 of the Notice also sets the procedures for your voting. You should read this information carefully before completing the reply form.

## **2. Important Message in connection with the COVID-19 epidemic**

We have the following important message for you in connection with special restrictions imposed by the Covid-19 pandemic and the extraordinary circumstances caused by it:

In summary, the following restrictions will apply to the Annual General Meeting of Coca-Cola HBC AG to be held on 16 June 2020:

- **Physical attendance by shareholders at the Annual General Meeting is banned. Therefore, you will not be able to attend the Annual General Meeting in person.**
- **Voting will be possible by independent proxy only. Please refer to pages 17 et seq. for detailed instructions on how to exercise your voting rights.**

On 13 March 2020, in view of the accelerated spread of coronavirus, Switzerland declared an "extraordinary situation" under the Swiss federal Epidemic Act, allowing the government to adopt special measures to protect the public.

On the same date, the Swiss Federal Council implemented the updated Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020 (the "Ordinance"), which remains valid until 30 June 2020 (unless extended). In the Ordinance, the Swiss Federal Council introduced, inter alia, what essentially amounts to a ban on holding public or private events.

This extraordinary situation has consequences for attending and the method of voting at the Annual General Meeting, as the ban on holding meetings includes general meetings of Swiss companies, such as the Annual General Meeting, where there is physical attendance by shareholders.

In order to enable Swiss companies to hold their general meetings despite the current restrictions, the Ordinance authorizes the holding of general meetings in writing, in electronic form, or by an independent proxy designated by the company.

In line with the provisions of the Ordinance, the Board of Directors has decided that shareholder voting at the Annual General Meeting shall be possible only through voting by the elected independent proxy of Coca-Cola HBC AG, Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Raemistrasse 5, CH-8024 Zurich (the "Independent Proxy"). For detailed instructions on how to exercise your voting rights at the Annual General Meeting, please see pages 17 et seq.

Yours faithfully  
By order of the Board of Directors  
Anastassis G. 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, 16 June 2020 at 11:00 am CET. In accordance with art. 13 para. 2 and 3 of Coca-Cola HBC AG's articles of association ("Articles of Association") and in accordance with art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, the Annual General Meeting will be held with shareholders voting by independent proxy and physical attendance by shareholders not being permitted. The Annual General Meeting will be conducted in English.

### Agenda

The meeting will consider the following agenda items:

1. Receipt of the 2019 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 dividend from reserves
3. Discharge of the members of the Board of Directors and the members of the Operating Committee
4. Election of the Board of Directors, the Chairman of the Board of Directors and the members of 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)
    - 4.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors
    - 4.1.3 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)
    - 4.1.4 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)
    - 4.1.5 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors
    - 4.1.6 Re-election of William W. Douglas III as a member of the Board of Directors
    - 4.1.7 Re-election of Anastasios I. Leventis as a member of the Board of Directors
    - 4.1.8 Re-election of Christodoulos Leventis as a member of the Board of Directors
    - 4.1.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors
    - 4.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors
    - 4.1.11 Re-election of Alfredo Rivera as a member of the Board of Directors
    - 4.1.12 Re-election of Ryan Rudolph as a member of the Board of Directors
  - 4.2 Election of Anna Diamantopoulou as a new member of the Board of Directors and as a new member of the Remuneration Committee (in a single vote)
5. Election of the independent proxy
6. Election of the auditors
  - 6.1 Re-election of the statutory auditor
  - 6.2 Advisory vote on re-appointment of the independent registered public accounting firm for UK purposes
7. Advisory vote on the UK Remuneration Report
8. Advisory vote on the Remuneration Policy
9. Advisory vote on the Swiss Remuneration Report
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
  - 10.2 Approval of the maximum aggregate amount of remuneration for the Operating Committee for the next financial year
11. Approval of share buy-back

## Proposals of the Board of Directors

### 1. Receipt of the 2019 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 2019

#### **Motion:**

The Board of Directors proposes (i) to receive the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2019 (the "2019 Integrated Annual Report"); and (ii) that 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 2019 be approved.

#### **Explanation:**

The 2019 Integrated Annual Report has been prepared according to Swiss statutory reporting requirements as well as the requirements applicable to Coca-Cola HBC AG as a result of its premium listing on the London Stock Exchange. The 2019 Integrated Annual Report contains Coca-Cola HBC AG's annual management report, the Stand-Alone Financial Statements and the consolidated financial statements of the CCHBC Group as further detailed on the introductory page of the 2019 Integrated Annual Report.

The 2019 Integrated Annual Report contains the reports of Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG, Switzerland. In its reports, PricewaterhouseCoopers AG recommends without qualification that the Stand-Alone Financial Statements and the consolidated financial statements be approved.

The 2019 Integrated Annual Report can be accessed on the website of Coca-Cola HBC AG at: <https://coca-colahellenic.com/en/investors/2019-integrated-annual-report/>. The 2019 Integrated Annual Report is also available for inspection by shareholders as set out in the section "Organisational matters and notes" – "Documents available for inspection" of 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                             |     |                 |
| Balance brought forward                       | CHF | 66,091,648.16   |
| Net loss for the year                         | CHF | (23,289,000.48) |
| Total retained earnings to be carried forward | CHF | 42,802,647.68   |

#### **Explanation:**

The Stand-Alone Financial Statements show a net loss in the amount of CHF 23,289,000.48. The retained earnings to be carried forward amount to CHF 42,802,647.68. The Board of Directors proposes to carry forward the retained earnings. A dividend is proposed to be distributed under agenda item 2.2, as set out below.

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

#### 2.2 Declaration of dividend from reserves

#### **Motion:**

The Board of Directors proposes to declare on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve a dividend of EUR 0.62 (the "Dividend"). Own shares held directly by the Company are not entitled to the Dividend. The total aggregate amount of the Dividend shall be capped at an amount of CHF 300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 4,470,096,642.72, as shown in the financial statements as of 31 December 2019, by a maximum of CHF 300,000,000. To the extent that the Dividend calculated on EUR 0.62 per share would cumulatively 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 the Dividend paid does not exceed the Cap. Payment of the Dividend is anticipated to be made on 28 July 2020 to holders of Coca-Cola HBC AG shares on the record date of 3 July 2020.

**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 2020 to holders of shares on the record date of 3 July 2020. Accordingly, the shares will be traded ex-dividend as of 2 July 2020, and the last day on which the shares may be traded with entitlement to receive the Dividend will be 1 July 2020. 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 dividend). The auditor's report confirms 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 beginning on 1 January 2019 and ending on 31 December 2019.

**Explanation:**

The Board of Directors proposes that shareholders grant discharge from liability to the members of the Board of Directors and the members of the Operating Committee for the financial year beginning on 1 January 2019 and ending on 31 December 2019. Under Swiss law, the discharge applies only in respect of disclosed facts and only against the company and shareholders who have approved the discharge or acquired shares subsequent to 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 subsequent to the resolution) extinguishes within six months after the resolution of discharge.

**4. Election of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee****4.1 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 2021, as follows:

- 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)**
- 4.1.2 Re-election of Zoran Bogdanovic as a member of the Board of Directors**
- 4.1.3 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)**
- 4.1.4 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)**
- 4.1.5 Re-election of Olusola (Sola) David-Borha as a member of the Board of Directors**
- 4.1.6 Re-election of William W. Douglas III as a member of the Board of Directors**
- 4.1.7 Re-election of Anastasios I. Leventis as a member of the Board of Directors**
- 4.1.8 Re-election of Christodoulos Leventis as a member of the Board of Directors**
- 4.1.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors**
- 4.1.10 Re-election of José Octavio Reyes as a member of the Board of Directors**
- 4.1.11 Re-election of Alfredo Rivera as a member of the Board of Directors**
- 4.1.12 Re-election of Ryan Rudolph as a member of the Board of Directors**

**Explanation:**

Each of the current members of the Board of Directors is standing for re-election at the Annual General Meeting for a one-year term, with the exception of John P. Sechi who is not standing for re-election and is retiring at the conclusion of the Annual General Meeting. Each of the members of the Board of Directors who are standing for re-election 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.

Additionally, Mr. Anastassis G. David is being proposed for re-election as Chairman of the Board of Directors.

The composition of the Board of Directors and the re-appointment of the Chairman has been carefully considered by the Nomination Committee and following this evaluation, the Board of Directors is satisfied that it and its committees have the appropriate balance of skills, experience, diversity, independence and knowledge of the business of the CCHBC Group 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 2021. The Board of Directors also recommends the re-election of Mr. Anastassis G. David as the Chairman.

Information about the Directors proposed for re-election and in particular the skills and experience each Director brings to the Board for the long-term sustainable success of the CCHBC Group are set out below. The general terms of appointment applicable to each current non-executive member of the Board of Directors, are available for inspection by shareholders as set out in the section "Organisational matters and notes"—"Documents available for inspection" to this Notice.

#### **Anastassis G. David**

Motion 4.1.1 relates to the re-election of Anastassis G. David who was appointed Chairman of the Board of Directors on 27 January 2016. He joined the Board of Coca-Cola HBC AG as a non-Executive Director in 2006 and was appointed Vice Chairman in 2014.

**Skills and experience:** Anastassis brings an international perspective in the leadership of the Board as well as a deep industry knowledge with more than 20 years of experience as an investor and non-executive director in the beverage industry. Anastassis is also a former Chairman of Navios Corporation. He holds a BA in History from Tufts University.

**External appointments:** Anastassis is active in the international community and serves on the International Board of Advisors of Tufts University. He serves as vice-chairman of Aegean Airlines S.A. and vice-chairman of the Cyprus Union of Shipowners. He is also a member of the Board of Trustees of College Year in Athens.

**Nationality:** British

#### **Zoran Bogdanovic**

Motion 4.1.5 relates to the re-election of Zoran Bogdanovic who was appointed as an Executive Director in 2018 and is the Chief Executive Officer of Coca-Cola HBC AG.

**Skills and experience:** Zoran has proven management experience of the Company and track record in delivering results and key business objectives, as well as a deep understanding of the beverage industry. He was previously the Company's Region Director responsible for operations in 12 countries, and has been a member of the Operating Committee since 2013. He joined the Company in 1996 and has held a number of senior leadership positions, including as General Manager of the Company's operations in Croatia, Switzerland and Greece. Zoran has a track record of delivering results across our territories and demonstrating the values that are the foundation of our Company culture.

**External appointments:** None.

**Nationality:** Croatian

#### **Charlotte J. Boyle**

Motion 4.1.4 relates to the re-election of Charlotte J. Boyle who was appointed as an independent non-Executive Director in 2017.

**Skills and experience:** Charlotte with her extensive experience of remuneration matters and human resources and with her ease of engagement with both the directors and managers is ideally suited to represent the Board as the non-Executive Director designated to engage with the Company's workforce. She joined The Zygos Partnership, an international executive search and board advisory firm, as a consultant in 2003 and was subsequently appointed associate partner in 2006 and partner in 2008. After 14 years with the firm, she retired from her position in July 2017. Prior to that, Charlotte worked at Goldman Sachs International between 2000 and 2003. Between 1996 and 1999 she was a consultant at Egon Zehnder International, an international executive search and management assessment firm. Charlotte obtained an MBA from the London Business School and an MA from Oxford University, and was a Bahrain British Foundation Scholar.

**External appointments:** Charlotte serves as an independent non-executive director and chair of the Remuneration Committee of Capco plc, a non-executive adviser to the Global Board of Knight Frank LLP and as a member of the board and chair of the Finance Committee of Alfanar, the venture philanthropy organisation.

**Nationality:** British

#### **Reto Francioni**

Motion 4.1.3 relates to the re-election of Reto Francioni who was appointed as an independent non-Executive Director in 2016 and is the senior independent non-Executive Director.

**Skills and experience:** Reto has extensive knowledge of, and is highly experienced in, international capital markets issues with a strong track record both practically and academically. He has been Professor of Applied Capital Markets Theory at the University of Basel since 2006 and is the author of several highly respected books on capital market issues. From 2005 until 2015, Reto was Chief Executive Officer of Deutsche Börse AG and from 2002 until 2005, he served as Chairman of the Supervisory Board and President of the SWX Group, which owns the Swiss Stock Exchange and has holdings in other exchanges. Between 2000 and 2002, Reto was Co-Chief Executive Officer and Spokesman for the Board of Directors of Consors AG. Between 1993 and 2000, he held various management positions at Deutsche Börse AG, including that of Deputy Chief Executive Officer. From 2003 until 2005, Reto was an Adjunct Professor of Economics and Finance at Zicklin School of Business, part of the City University of New York. He earned his Doctorate of Law at the University of Zurich.

**External appointments:** Reto serves as a member of the Board of Directors of UBS Group and also as the Chairman of the Supervisory Board of Swiss International Airlines. Reto is also a member of the Board of Directors of MTIP AG, Basel.

**Nationality:** Swiss

#### **Olusola (Sola) David-Borha**

Motion 4.1.6 relates to the re-election of Olusola (Sola) David-Borha who was appointed as an independent non-Executive Director in 2015.

**Skills and experience:** Sola, as a former and current chief executive officer, is highly experienced in the financial sector across a number of African businesses with a deep understanding of financial matters and delivery of key objectives. She was Chief Executive Officer 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 stock-broking. Stanbic IBTC Holdings is listed on the Nigerian Stock Exchange and is a member of Standard Bank group. Sola has more than 30 years' experience in financial services and held several senior roles within the Stanbic Group, including the position of Chief Executive of Stanbic IBTC Bank from May 2011 to November 2012. She also served as Deputy Chief Executive Officer of Stanbic IBTC Bank and Head of Investment Banking Coverage Africa (excluding South Africa). Sola holds a first degree in Economics, and obtained an MBA degree from Manchester Business School. Her executive education experience includes the Advanced Management Programme of the Harvard Business School and the Global CEO Programme of CEIBS, Wharton and IESE.

**External appointments:** Since January 2017, Sola is the Chief Executive of the Africa Regions (excluding South Africa) for Standard Bank Group, Africa's largest bank by assets with operations in 20 countries across the continent. Sola is an Honorary Fellow of the Chartered Institute of Bankers of Nigeria (CIBN) and a former Vice Chairman of the Nigerian Economic Summit Group.

**Nationality:** Nigerian

#### **William W. Douglas III**

Motion 4.1.7 relates to the re-election of William W. Douglas III who was appointed as an independent non-Executive Director in 2016.

**Skills and experience:** Bill brings a deep understanding and experience of the Coca-Cola System, as well as the beverage industry, having held several senior management roles with a track record of delivery of key business strategies within the Coca-Cola System. He is a former Vice President of Coca-Cola Enterprises, a position in which he served from July 2004 until his retirement in June 2016. Bill has held various positions within the Coca-Cola System since 1985. In 1991, he was appointed Division Finance Manager for the Nordic & Northern Eurasia Division of The Coca-Cola Company. Bill moved to Atlanta in 1994 as Executive Assistant to the President of The Coca-Cola Company's Greater Europe Group. In 1996, he became Nordic Region Manager. In 1998, he was appointed Controller of Coca-Cola Beverages plc. From 2000 until 2004, Bill served as Chief Financial Officer of Coca-Cola HBC. He joined Coca-Cola Enterprises in 2004 when he was appointed Vice President, Controller and Principal Accounting Officer.

He was appointed Senior Vice President and Chief Financial Officer in 2005 and Executive Vice President and Chief Financial Officer of Coca Cola Enterprises in 2008. From 2013 to 2015, Bill was the Executive Vice President, Supply Chain. Before joining the Coca-Cola System, Bill was associated with Ernst & Whinney, an international accounting firm. He received his undergraduate degree from the J.M. Tull School of Accounting at the University of Georgia.

**External appointments:** Bill is the Lead Director and Chairman of the Audit Committee of SiteOne Landscape Supply, Inc. He is also member of the Board of Directors and Chair of the Audit Committee for The North Highland company. Finally, he is on the Board of, and former Chairman of, the Board of the University of Georgia Trustees.

**Nationality:** USA

### **Anastasios I. Leventis**

Motion 4.1.8 relates to the re-election of Anastasios I. Leventis who was appointed as a non-Executive Director in 2014.

**Skills and experience:** Anastasios brings a deep understanding of the financial sector having previously worked as a banking analyst at Credit Suisse and American Express Bank. He holds a BA in Classics from the University of Exeter and an MBA from New York University's Leonard Stern School of Business.

**External appointments:** Anastasios currently works for Leventis Overseas Limited, a company that provides goods and services to companies in West Africa, and is a board member of A.G. Leventis (Nigeria) Plc. Anastasios is also a director of Alpheus Administration, a private company that administers assets for private clients and charitable foundations. In addition, he serves as a trustee of the A.G. Leventis Foundation, a member of the board of overseers of the Gennadius Library in Athens and a member of the Campaign board of the University of Exeter.

**Nationality:** British

### **Christodoulos Leventis**

Motion 4.1.9 relates to the re-election of Christodoulos Leventis who was appointed as a non-Executive Director in 2014.

**Skills and experience:** Christo brings extensive beverage industry experience from an investment and analytical perspective having worked as an Investment Analyst with Credit Suisse Asset Management from 1994 to 1999. In 2001, he joined J.P. Morgan Securities as an Equity Research Analyst focusing on European beverage companies. From 2003 until March 2014, Christo was a member of the Board of Directors of Frigoglass S.A.I.C., a leading global manufacturer of commercial refrigeration products for the beverage industry. Christo holds a BA in Classics from University College London and an MBA from the Kellogg School of Management in Chicago.

**External appointments:** In 2003, Christo started the private equity investment arm of Alpheus, a private asset management company, and he continues to serve as a member of its investment advisory committee.

**Nationality:** British

### **Alexandra Papalexopoulou**

Motion 4.1.2 relates to the re-election of Alexandra Papalexopoulou who was appointed as an independent non-Executive Director in 2015.

**Skills and experience:** Alexandra's extensive experience from the finance sector and from her current executive role provides significant insights in the area of strategic development and international business. She worked previously for the OECD and the consultancy firm Booz, Allen & Hamilton, in Paris. From 2003 until February 2015, she served as a member of the board of directors of Frigoglass S.A.I.C. From 2010 to 2015, she served as a member of the board of directors of National Bank of Greece and from 2007 to 2009, she served as a member of the board of directors of Emporiki Bank. Alexandra holds a BA in Economics and Mathematics from Swarthmore College, USA, and an MBA from INSEAD, France.

**External appointments:** Alexandra is Deputy Chair of the Group Executive Committee of Titan Cement International, where she has been employed since 1992 and has served as Executive Director since 1995. Alexandra is treasurer and a member of the board of directors of the Paul and Alexandra Canellopoulos Foundation, a member of the board of INSEAD Business School and a member of the board of trustees of the American College of Greece.

**Nationality:** Greek

## **José Octavio Reyes**

Motion 4.1.10 relates to the re-election of José Octavio Reyes who was appointed as a non-Executive Director in 2014.

**Skills and experience:** José brings extensive knowledge and experience of the beverage industry, including being part of the Coca-Cola System with business experience from various international roles. He is the former Vice Chairman of The Coca-Cola Export Corporation, a position in which he served from January 2013 until his retirement in March 2014. He was president of the Latin America Group of The Coca-Cola Company from December 2002 to December 2012. Following various managerial positions in Mexico, Brazil and in The Coca-Cola Company headquarters in Atlanta, José Octavio Reyes was named President of the North Latin America Division of Coca-Cola in 2002. Prior to joining Coca-Cola, José Octavio Reyes spent five years with Grupo IRSA, a Monsanto Company joint venture. José Octavio Reyes holds a BSc in Chemical Engineering from the Universidad Nacional Autónoma de México and an MBA from the Instituto Tecnológico de Estudios Superiores de Monterrey.

**External appointments:** José has been a member of the board of directors of MasterCard WorldWide since January 2008. He has been a Director of Coca-Cola FEMSA S.A.B. de C.V. since 2016.

**Nationality:** Mexican

## **Alfredo Rivera**

Motion 4.1.11 relates to the re-election of Alfredo Rivera who was appointed as a non-Executive Director in 2019.

**Skills and experience:** Alfredo has extensive experience of the beverage industry, including a deep understanding of the bottling sector from managerial sector roles in the Coca-Cola System and previously at other companies, and delivering on key business strategies. From 2013 to 2016, Alfredo was President of the Latin Center Business Unit for The Coca-Cola Company. Before joining the Latin Center, from September 2006 to December 2012, Alfredo was Sparkling Beverages General Manager for the Mexico Business Unit, where he was responsible for leading the Franchise and Customer & Commercial Leadership functions in the second largest business unit of The Coca-Cola Company. Alfredo joined The Coca-Cola Company in the Central America and Caribbean Division in 1997 as District Manager for Guatemala and El Salvador. From 1999 to 2003 he was appointed Southeast Region Manager in the Brazil Division and from 2004 to 2006, he served as General Manager of the Ecuador business, leading the turnaround of the business under challenging circumstances. Prior to joining The Coca-Cola Company, Alfredo worked for two independent Coca-Cola bottlers in Honduras and El Salvador over a 13 year period. Alfredo holds a Bachelor's degree in History and an MBA from the University of Mississippi.

**External appointments:** Alfredo is President of the Latin American Group for The Coca-Cola Company. He oversees the Coca-Cola business across four business units in Latin America: South Latin, Brazil, Latin Center and Mexico. A long-time veteran of The Coca-Cola System, Alfredo is also contributing to crafting the short- and long-term growth strategies of The Coca-Cola Company.

**Nationality:** Honduran

## **Ryan Rudolph**

Motion 4.1.12 relates to the re-election of Ryan Rudolph who was appointed as a non-Executive Director in 2016.

**Skills and experience:** Ryan brings extensive legal and marketing experience gained across a number of sectors, including law, public relations, marketing and communications and insurance. From 1993 until 2006, Ryan worked as an attorney at the business law firm Lenz & Staehelin in Zurich. Prior to that, he worked as a public relations consultant at the public relations agency Huber & Partner in Zurich, as marketing assistant and subsequently as manager at Winterthur Life Insurance as well as part-time with D&S, the Institute for Marketing and Communications Research in Zurich. Ryan obtained an LLM from the University of Zurich and is admitted to the Zurich bar. Ryan also studied at the Faculté des Lettres of the University of Geneva, as well as the Ecole Polytechnique in Lausanne.

**External appointments:** Ryan is an attorney and partner at the Zurich-based law firm Oesch & Rudolph. In addition, he serves as a member of the Foundation Board of the A.G. Leventis Foundation and as a member of the board of various privately-held companies.

**Nationality:** Swiss

#### **4.2 Election of Anna Diamantopoulou as a new member of the Board of Directors and as new member of the Remuneration Committee (in a single vote)**

**Motion:**

The Board of Directors proposes that shareholders elect Anna Diamantopoulou as a new member of the Board of Directors and as a new member of the Remuneration Committee (in a single vote), for a term of one year until the end of the next annual general meeting in 2021.

**Explanation:**

Anna Diamantopoulou is being proposed for election as a new member of the Board of Directors and as a new member of the Remuneration Committee. Anna Diamantopoulou has been recommended for election as a non-Executive Director by Coca-Cola HBC AG's Nomination Committee after consultation with the Chairman, taking into consideration the provisions of the Articles of Association and the provisions of the UK Corporate Governance Code. The Board of Directors recommends the election of the proposed new member of the Board of Directors on the basis of her experience as outlined in the brief biography set out below:

Anna Diamantopoulou is the founder and President of DIKTIO – Network for Reform in Greece and Europe, a leading Athens-based independent, non-partisan policy institute. She previously served as Deputy Minister for Industries, Minister of Education, Lifelong Learning and Religious Affairs and Minister of Development, Competitiveness and Shipping of the Hellenic Republic, having also been an MP for over a decade. As Deputy Minister of Industries, she was responsible for the privatization of 103 state companies and as Development Minister she introduced, inter alia, the "Competitiveness Bill", legislation aiming at removing barriers for entrepreneurship, exports, tourism and other economic activities. As Minister of Education, she introduced major legislative reform in all levels of education, which included, among many other things, the Higher Education Reform known as "Diamantopoulou Law" and the introduction of the "Digital School".

She served as a member the European Commission, in charge of Employment, Social Affairs and Equal Opportunities (1999–2004). In addition to overseeing aspects of the physical introduction of the Euro, she introduced crucial reforms such as the Agenda for Social Policy, the European Health Card, and the agreement on the White Paper on Corporate Social Responsibility, establishing CSR as an important aspect in European business agenda. Additionally, as the Commissioner for Employment and Social affairs during the European enlargement period, Anna Diamantopoulou negotiated with governments, major multinational corporations and trade unions on their adjustment to the European directives on labour issues.

Anna Diamantopoulou sits on various boards and steering committees of institutions in Europe and elsewhere. She is, inter alia, a member of the Scientific Council of the Foundation for European Progressive Studies (FEPS), a Council Member of the European Council on Foreign Relations (ECFR), an Advisory Board Member of Delphi Economic Forum and a member of the 7-member Honorary Board (chaired by Spanish PM José Aznar) of the Bussola Institute, a foundation aiming to strengthen cooperation between the EU and the GCC.

She was a Fisher Family Fellow at the Harvard Kennedy School, a Distinguished Scholar at Singapore's Lee Kuan School of Public Policy as well as Richard von Weizsäcker Fellow at the Robert Bosch Stiftung. She frequently lectures at universities and has presented at more than 30 institutions including Bocconi University, the London School of Economics and MIT. She holds MA degrees in Civil Engineering and Regional Development from the universities of Athens and Thessaloniki. She has received multiple awards and decorations such as the French Legion of Honour and an award from the Confederation of Danish Industrialists for the creation of the White Paper and the program, on Corporate Social Responsibility.

#### **5. Election of the independent proxy**

**Motion:**

The Board of Directors proposes to re-elect Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Zurich, Switzerland, as independent proxy for a term of one year until the end of the next annual general meeting in 2021.

**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 2021. 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, is a partner and attorney-at-law at Kellerhals Carrard Zürich KIG, Zurich, Switzerland and has held office as Coca-Cola HBC AG's independent proxy since 2013.

## **6. Election of the auditors**

### **6.1 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 2020.

#### ***Explanation:***

Upon the recommendation of the Audit and Risk Committee, the Board of Directors proposes that PricewaterhouseCoopers AG, in Zurich, Switzerland, be re-elected for the financial year ending 31 December 2020 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. PricewaterhouseCoopers AG, in Zurich, Switzerland will also act as audit expert for audits of capital increases.

### **6.2 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 2021; and (ii) to confirm, by way of an advisory vote, the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration.

#### ***Explanation:***

Upon the recommendation of the Audit and Risk 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 Guidance 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 2021. The Audit and Risk 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 and Risk Committee to determine PwC S.A.'s terms of engagement and remuneration.

## **7. Advisory vote on the UK Remuneration Report**

#### ***Motion:***

The Board of Directors proposes that shareholders approve, by way of an advisory vote, 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").

#### ***Explanation:***

The full UK Remuneration Report is set out in the 2019 Integrated Annual Report on pages 108 to 128 and is divided into two sections. The first section sets out Coca-Cola HBC AG's remuneration policy (see agenda item 8) and the second section details the implementation of the remuneration policy for the financial year ended on 31 December 2019, including amounts paid to members of the Board of Directors for 2019. The total remuneration paid or accrued for the members of the Board of Directors and for the members of the Operating Committee (which includes the CEO) amounts to EUR 21.3 million. The UK Remuneration Report aims to adhere to the form and content prescribed by UK remuneration reporting regulations. 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 wishes to give shareholders an opportunity to approve, by way of an advisory non-binding vote, the UK Remuneration Report, which excludes the section containing the remuneration policy of Coca-Cola HBC AG for purposes of this resolution (see further agenda item 8).

## **8. Advisory vote on the Remuneration Policy**

### **Motion:**

The Board of Directors proposes that shareholders approve, by way of an advisory vote, the remuneration policy of Coca-Cola HBC AG (the "Remuneration Policy"), in the form set out at pages 112 to 119 of the 2019 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 16 June 2020.

### **Explanation:**

The Remuneration Policy forms part of the full UK Remuneration Report and explains the governance structure of Coca-Cola HBC AG and the responsibilities of the Board of Directors for remuneration matters.

For members of the Board of Directors, the Remuneration Policy provides for an annual fixed fee plus additional fixed fees for membership of the committees of the Board of Directors.

For the CEO, and the other members of the Operating Committee of Coca-Cola HBC AG, the Remuneration Policy provides for remuneration comprising a base salary, a cash bonus, participation in a performance share plan and an employee share purchase plan, a pension plan and certain other benefits. The Remuneration Policy has been established by the Remuneration Committee and its objective is to attract, retain and motivate the CEO and the Operating Committee and ensure that their individual contributions are directly linked to the success of Coca-Cola HBC AG. As a Swiss company, Coca-Cola HBC AG is not required to give shareholders a binding vote on its Remuneration Policy (unlike UK incorporated companies). However, the Board of Directors wishes to adhere to UK corporate governance best practice in this respect to the extent possible and therefore give shareholders an opportunity to approve, by way of an advisory non-binding vote, the Remuneration Policy.

## **9. Advisory vote on the Swiss Remuneration Report**

### **Motion:**

The Board of Directors proposes that shareholders approve, by way of an advisory vote, the remuneration report required by Swiss law (the "Swiss Remuneration Report").

### **Explanation:**

Coca-Cola HBC AG is required to prepare the Swiss Remuneration Report pursuant to the Swiss ordinance against excessive compensation in listed stock companies, which entered into force on 1 January 2014. The Swiss Remuneration Report is set out on pages 222 to 225 of the 2019 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 221 of the 2019 Integrated Annual Report, confirming that the Swiss Remuneration Report for the year ended 31 December 2019 complies with Swiss law and articles 14 to 16 of the Swiss ordinance against excessive compensation in listed stock companies.

## **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 of (1) the remuneration for the Board of Directors until the next ordinary annual general meeting in 2021; and (2) the remuneration for the Operating Committee for the next financial year.

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

#### **Motion:**

The Board of Directors proposes that shareholders approve a maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2020 Annual General Meeting until the next annual general meeting in 2021 in the amount of EUR 1.5 million.

#### **Explanation:**

The board and committee fees shall remain unchanged for the period from the Annual General Meeting to the annual general meeting in 2021.

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 and 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 for their respective board fees.

The table below shows the fees on which the proposed maximum aggregate amount of EUR 1.5 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:

|                                    |          |
|------------------------------------|----------|
| Basic non-Executive Director's fee | 73,500 € |
| Senior Independent Director fee    | 15,800 € |

| Committees             | Audit and Risk | Remuneration | Nomination | Social Responsibility |
|------------------------|----------------|--------------|------------|-----------------------|
| Committee chairman fee | 28,900 €       | 11,600 €     | 11,600 €   | 11,600 €              |
| Committee member fee   | 14,500 €       | 5,800 €      | 5,800 €    | 5,800 €               |

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 remuneration for the Operating Committee for the next financial year

### **Motion:**

The Board of Directors proposes that shareholders approve a 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 2021 and ending on 31 December 2021 in the amount of EUR 35 million.

### **Explanation:**

The objective of Coca-Cola HBC AG's remuneration philosophy is to attract, retain and motivate employees who are curious, agile and committed to perform. Coca-Cola HBC AG's reward strategy seeks to promote a growth mindset and reinforce desirable behaviours, ensuring that employees are fairly rewarded and that they recognise that their individual contributions are directly linked to the success of Coca-Cola HBC AG.

Variable pay is an important element of Coca-Cola HBC AG's reward philosophy. A significant proportion of remuneration for top managers (including the CEO and the members of the Operating Committee) is tied to the achievement of the business objectives of Coca-Cola HBC AG. These objectives are defined by key business metrics that are consistent with Coca-Cola HBC AG's growth strategy and will deliver long-term shareholder value. The variable pay element increases or decreases based on the achieved business performance. Through equity-related long-term compensation, Coca-Cola HBC AG seeks to ensure that the financial interests of the CEO, the members of the Operating Committee and the top managers are aligned with those of shareholders.

All of the remuneration plans of Coca-Cola HBC AG, both fixed and variable, are designed to be cost-effective, taking into account market practice, business performance and individual performance and experience where relevant. Coca-Cola HBC AG pays close attention to shareholders' views in reviewing the remuneration policy and programmes of Coca-Cola HBC AG.

The current remuneration policy for Coca-Cola HBC AG including the key features on the Operating Committee remuneration plan is set out on pages 108 to 128 of the 2019 Integrated Annual Report.

The Operating Committee remuneration plan has the full support of the Remuneration Committee and 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 Coca-Cola HBC AG's strategies and objectives as well as shareholders' interests.

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

|           | Fixed Remuneration |                               | Variable Pay              |                        | Total Remuneration |
|-----------|--------------------|-------------------------------|---------------------------|------------------------|--------------------|
|           | Base Salary        | Retirement and other Benefits | Management Incentive Plan | Performance Share Plan |                    |
| Minimum   | € 6,146,000        | €10,548,000                   | € 0                       | € 0                    | € 16,694,000       |
| At target | € 6,146,000        | €10,548,000                   | € 3,060,000               | € 4,572,000            | € 24,326,000       |
| Maximum   | € 6,146,000        | €14,909,000                   | € 5,590,000               | € 8,313,000            | € 34,958,000       |

The compensation "At target" reflects 100% of the value of the awards made under the Management Incentive Plan and the expected value of performance share awards made under the Performance Share Plan. The "maximum" value of the remuneration for the Operating Committee that is proposed to the shareholders for approval at the Annual General Meeting reflects 200% of the value of the awards made under the Management Incentive Plan and 100% of the value of performance share awards made under the Performance Share Plan, and would thus require all targets to be significantly exceeded. To date, such level of pay-out for all Operating Committee members on an aggregate basis has never occurred at Coca-Cola HBC AG.

## **11. Approval of share buy back**

### ***Motion:***

The Board of Directors proposes to repurchase up to 10,000,000 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 10,000,000;
- 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 the higher of (i) 5% over the average 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 being carried out.

The authority to buy back shares will expire at the conclusion of the 2021 annual general meeting of Coca-Cola HBC AG after the passing of this motion or 30 June 2021, 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 to purchase up to 10,000,000 ordinary shares, which equals less than 10% of Coca-Cola HBC AG's share capital (excluding treasury shares) issued as at 6 May 2020, the latest practicable date before the publication of this Notice. The Board of Directors' current intention is that the shares are repurchased (i) 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; or (ii) allocate shares for vested performance share awards granted by Coca-Cola HBC AG; or (iii) to provide maximum flexibility in the management of the capital resources of Coca-Cola HBC AG. This motion specifies the maximum number of shares that may be purchased and minimum and maximum prices at which they may be bought. The minimum price is set at the nominal value of the ordinary shares in Coca-Cola HBC AG. The authority to buy-back shares will expire at the conclusion of the 2021 annual general meeting or, if earlier 30 June 2021 following the authority being approved. Coca-Cola HBC AG is allowed to hold its own shares in treasury following a buy-back instead of having to cancel them. This gives Coca-Cola HBC AG the ability to re-issue treasury shares quickly and cost effectively and provides Coca-Cola HBC AG with additional flexibility in the management of its capital base. If the Board of Directors exercises the authority conferred by agenda item 11, Coca-Cola HBC AG will have the option of either holding in treasury or of cancelling any of its own shares, subject to relevant requirements, and will decide at the time of purchase which option to pursue. Cancellation involves a capital decrease which requires an amendment to the Articles of Association and will be subject to shareholder approval at a future general meeting. 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 Board of Directors intends to seek renewal of this authority at subsequent general meetings.

The total number of options to subscribe for shares outstanding at 6 May 2020, the latest practicable date before the publication of this Notice, was 3,882,617. This represents approximately 1.07% per cent of the issued share capital (excluding treasury shares) at that date. If Coca-Cola HBC AG was to buy back the maximum number of ordinary shares permitted by the authority sought in this Notice, then the total number of options to subscribe for ordinary shares outstanding at 6 May 2020 would represent 1.10% per cent of the reduced issued share capital (excluding treasury shares).

## **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 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 12 June 2020 at 11:00 am CET (10:00 am UK BST) (voting record date) will be entitled to vote at the Annual General Meeting by appointing and mandating the Independent Proxy.

In accordance with art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, shareholders are prohibited from participating and voting at the Annual General Meeting by way of personal attendance and voting is only possible by appointing and mandating the Independent Proxy 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. The last business day before the voting record date on which registration requests will be processed is 11 June 2020.

**In order to exercise their voting rights at the Annual General Meeting, registered shareholders must elect to appoint, and give voting instructions to, the Independent Proxy either via the online proxy voting platform or by returning a reply form by mail, in each case in accordance with the instructions below.**

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, you may elect to appoint and give voting instructions to the Independent Proxy 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 by 12:00 noon CET (11:00 am UK BST) on 10 June 2020 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 9 June 2020 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 4 May 2020 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 4 May 2020 and 29 May 2020 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 29 May 2020 but before 12 June 2020 will be sent this Notice and the reply form upon request only. No requests for registration in the share register will be processed between 12 and 16 June 2020;
- If registered shareholders increase their shareholding registered in the share register with voting rights by 11 June 2020 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered shares; and
- Registered shareholders entered in the share register as shareholders without voting rights will not receive voting materials enabling them to appoint a proxy to vote.

Shareholders who dispose of their shares prior to 12 June 2020, 11:00 am CET (10:00 am UK BST) are not entitled to vote at the Annual General Meeting. Previously issued proxies will become invalid automatically. Shareholders who dispose of their shares after 12 June 2020, 11:00 am CET (10:00 am UK BST), 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 depositary 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 name, address and shareholding,

are entitled to be represented by the Independent Proxy at the Annual General Meeting, 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.

**In order to exercise their voting rights at the Annual General Meeting, CREST members and beneficial owners of CDIs must elect to appoint and give voting instructions to the Independent Proxy: (i) in the case of CREST members, either via the online proxy voting platform or by returning a reply form by mail; or (ii) in the case of beneficial owners of CDIs, by returning a reply form to their nominee by mail, in each case in accordance with the instructions below.**

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 appoint and instruct the Independent 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 no later than 9 June 2020, or a date required by the nominee, to the nominee from whom they received it. Processing of reply forms including beneficial ownership declarations may be time consuming and cannot be guaranteed if reply forms are received later than 9 June 2020. 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 by 11.00 am UK BST (12:00 noon CET) on 10 June 2020 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 vote at the Annual General Meeting, 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 UK BST (12:00 noon CET) on 11 June 2020 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 14 May 2020 (available on the Euroclear UK & Ireland section of its website at: [www.euroclear.com](http://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 other settlement within the CREST system) until they are released from escrow, which will take place automatically before the commencement of dealings on the London Stock Exchange on 15 June 2020, 08:00 am UK BST (09:00 am CET) (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 11 June 2020, 11:00 am UK BST (12:00 noon CET) (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 and including 4 May 2020 will be sent this Notice and the reply form on or around the date of this Notice;
- CREST members who are entered in the CDI Register in the period between 4 May and 29 May 2020 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 29 May 2020 but before 11 June 2020, 11:00 am UK BST (12:00 noon CET), 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 book-entry 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 11 June 2020.

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.

**In order to exercise their voting rights at the Annual General Meeting, DSS holders must elect to appoint and give voting instructions to the Independent Proxy either via the online proxy voting platform or by returning a reply form by mail, in each case in accordance with the instructions below.**

**If you are a DSS holder and elect to register with voting rights and/or to give voting instructions 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 by 10 June 2020, 11:00 am UK BST (12:00 noon CET), 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 9 June 2020 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 9 June 2020.

In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 11 June 2020. 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 11 June 2020 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. DSS Holders who dispose of their shares in DSS by 12 June 2020 (close of business) are not entitled to vote at the Annual General Meeting. DSS Holders who dispose of their shares in DSS after 12 June 2020 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 and 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**

According to art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, the physical attendance by shareholders at the Annual General Meeting is banned.

Based on art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, the Board of Directors has further decided that voting at the Annual General Meeting is restricted to voting by the Independent Proxy only.

### **Proxies**

Based on art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, Shareholders and CDI Attendants who wish to vote at the Annual General Meeting are required to be represented by the Independent Proxy, Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Raemistrasse 5, CH-8024 Zurich.

Shareholders or CDI Attendants are requested to instruct the Independent Proxy and 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 the relevant ordinary shares, which will generally count as a "no"-vote in respect of those ordinary shares under the Articles of Association.

### **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 and in accordance with art. 6b of the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020, voting at the Annual General Meeting is restricted to voting by the Independent Proxy.

Therefore, the Board of Directors have implemented the following special voting procedure for the Annual General Meeting: Only the members of the Board of Directors and the Independent Proxy will be present at the Annual General Meeting. The Independent Proxy will inform the members of the Board of Directors who are present on the number of votes in favour and the number of votes against the proposals to be considered at the Annual General Meeting, as well as the number of votes that abstained from voting. The Board of Directors will issue a written resolution on the results of the Annual General Meeting. Subsequently, the Board of Directors will inform Coca-Cola HBC's auditor, PricewaterhouseCoopers AG (CHE-020.3.020.876-5), Zurich, in writing on whether or not the proposals to be considered have been approved together with a copy of the written resolution on the results of the Annual General Meeting.

### **Submission of Proposals**

Shareholders who wish to propose a motion in respect of the items on the agenda and the proposals of the Board of Directors (being only those set out in this Notice) may do so by sending a written notice to Coca Cola HBC AG on or before 12 June 2020 the latest.

### **Issued shares and total voting rights**

As at 6 May 2020 Coca-Cola HBC AG's total issued share capital comprised 370,251,684 ordinary shares of CHF 6.70, of which 2,759,280 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 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 6 May 2020 is 364,062,269.

### **Amendments due to current COVID-19 epidemic**

As at the date of this Notice, the Swiss Federal Ordinance on Measures to Control the Coronavirus of 13 March 2020 (the "Ordinance") is due to expire on 30 June, 2020 unless renewed or otherwise extended.

As the relevant provisions of the Ordinance will still be in force as of the date of the Annual General Meeting, the Board of Directors has decided, in line with the Ordinance, that the organizational matters of the Annual General Meeting shall be governed by the Ordinance. For this reason, the organizational matters will be dealt with differently than in previous general meetings.

Further, the Ordinance may be updated and/or changed by the Swiss Federal Council at any time, depending on the development of the COVID-19 epidemic. Consequently, the restrictions imposed by the Ordinance (such as the ban of physical company meetings) may be further increased or decreased before the date of the Annual General Meeting.

In view of the above, the Board of Directors of Coca-Cola HBC AG reserves the right to postpone or cancel the Annual General Meeting or to amend the organizational matters outlined in this Notice (including the voting procedures) up to four days prior to the date of the Annual General Meeting if such cancellation or amendment becomes necessary to ensure compliance with the Ordinance (in the version valid at the time) and/or other provisions of Swiss law. Any supplemental Notice that may be sent to shareholders in connection with the Annual General Meeting shall be sent no later than seven days prior to the date of the Annual General Meeting. The Board of Directors reserves the right to amend the organizational matters outlined in this Notice without publishing such a supplemental Notice.

## **Documents available for inspection**

The following documents will be available for inspection from 14 May 2020, at Coca-Cola HBC AG's registered office, Turmstrasse 26, CH-6312 Steinhausen, Switzerland:

- a copy of the 2019 Integrated Annual Report, which includes the reports by Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG (relating to the proposals of the Board of Directors in agenda items 1, 2, 8 and 9);
- a copy of the audit opinion of Coca-Cola HBC AG's statutory auditor, PricewaterhouseCoopers AG confirming that the proposed appropriation of available earnings (including the declaration of dividend) dated 28 April 2020 complies with Swiss law and the Articles of Association (relating to the proposals of the Board of Directors in agenda item 2);
- the general terms of appointment applicable to each current non-executive member of the Board of Directors proposed to be re-elected;

Shareholders and CDI Attendants may request that a copy of the 2019 Integrated Annual Report is sent to them starting from 18 May 2020.

A copy of this Notice, the 2019 Integrated Annual Report and other relevant shareholder information, may also be accessed and downloaded from the website of Coca-Cola HBC AG at <https://coca-colahellenic.com/en/investors/2019-integrated-annual-report/>.

## **Minutes**

The minutes of the Annual General Meeting are expected to be available for inspection from 3 July 2020 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](mailto:maria.livaniou@cchellenic.com)

Zug, 14 May 2020

By order of the Board of Directors

Anastassis G. David, Chairman

(This page has been left blank intentionally.)

