

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

**held on Wednesday, 17 May 2023; 10:00 am CET  
Physical Shareholders' Meeting  
at Turmstrasse 26, 6312 Steinhausen, Switzerland**

**Begin of meeting: 10:00 am CET**

**End of meeting: 10:10 am CET**

**Presence**

272 385 582	shares represented
73.09%	of the total issued share capital <sup>(1)</sup>
73.97%	of the outstanding voting rights, whether exercisable or not <sup>(1)</sup>

(1) On 17 May 2023, Coca-Cola HBC AG's total issued share capital of CHF 2,496,825,222.70 consisted of 372,660,481 ordinary shares, of which 1,000,104 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 17 May 2023 is 368,230,242.

**Agenda items**

The following resolutions have been passed:

- 1 Receipt of the 2022 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 2022**

The shareholders passed the resolution by

Votes for	271 612 328	(99.71%)
Votes against	49 452	( 0.02%)
Abstentions cast	723 802	( 0.27%)

Total votes cast	272 385 582	(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 2022 has thereby been received, and (ii) the annual management report and the stand-alone financial statements of the Company as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2022 have thereby been approved.

## **2 Appropriation of losses and reserves / declaration of dividend**

### **2.1 Appropriation of losses**

The shareholders passed the resolution by

Votes for	272 271 730	(99.95%)
Votes against	548	( 0.01%)
Abstentions cast	113 304	( 0.04%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The carrying forward of the losses as proposed by the Board of Directors and as set out in the Notice has been approved.

### **2.2 Declaration of dividend from reserves**

The shareholders passed the resolution by

Votes for	272 070 297	(99.89%)
Votes against	278 672	( 0.10%)
Abstentions cast	36 613	( 0.01%)
Total votes cast	272 385 582	(100.00%)

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

The declaration of a gross dividend of EUR 0.78 (the "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 is capped at an amount of CHF 300,000,000 (the "Cap"), and thus will reduce the general capital contribution reserve of CHF 3,721,117,236.38, as shown in the stand-alone financial statements of the Company as of 31 December 2022, by a maximum of CHF 300,000,000. To the extent that the Dividend calculated on EUR 0.78 per share respectively 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 all Dividends paid does not exceed the Cap. Payment of the Dividend is anticipated to be made on 19 June 2023 to holders of Coca-Cola HBC AG shares on the record date of 26 May 2023.

### 3 Discharge of the members of the Board of Directors and the members of the Executive Leadership Team

The shareholders passed the resolution by

Votes for	259 582 321	(95.61%)
Votes against	3 394 232	( 1.25%)
Abstentions cast	8 528 482	( 3.14%)
Total votes cast	271 505 035	(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 Executive Leadership Team for the financial year beginning on 1 January 2022 and ending on 31 December 2022 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 George 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	248 444 323	(91.21%)
Votes against	23 576 929	( 8.66%)
Abstentions cast	364 330	( 0.13%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastassis George 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 2024.

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

The shareholders passed the resolution by

Votes for	267 765 352	(98.31%)
Votes against	4 585 204	( 1.68%)
Abstentions cast	35 026	( 0.01%)
Total votes cast	272 385 582	(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 2024.

**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)**

The shareholders passed the resolution by

Votes for	203 200 496	(74.60%)
Votes against	69 150 172	(25.39%)
Abstentions cast	34 914	( 0.01%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Charlotte J. Boyle<sup>1</sup> 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 2024.

**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)**

The shareholders passed the resolution by

Votes for	248 621 978	(91.28%)
Votes against	23 728 190	( 8.71%)
Abstentions cast	35 414	( 0.01%)
Total votes cast	272 385 582	(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 2024.

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

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

The shareholders passed the resolution by

Votes for	264 199 713	(97.00%)
Votes against	8 147 005	( 2.99%)
Abstentions cast	38 864	( 0.01%)
Total votes cast	272 385 582	(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 2024.

#### 4.1.6 Re-election of William W. (Bill) Douglas III as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	267 897 138	(98.36%)
Votes against	4 396 005	( 1.61%)
Abstentions cast	92 439	( 0.03%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

William W. (Bill) 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 2024.

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

The shareholders passed the resolution by

Votes for	260 475 924	(95.63%)
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Votes against	11 870 594	( 4.36%)
Abstentions cast	39 064	( 0.01%)
Total votes cast	272 385 582	(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 2024.

#### **4.1.8 Re-election of Christodoulos (Christo) Leventis as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	260 585 605	(95.67%)
Votes against	11 760 913	( 4.32%)
Abstentions cast	39 064	( 0.01%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Christodoulos (Christo) Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2024.

#### **4.1.9 Re-election of Alexandra Papalexopoulou as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	248 427 117	(91.20%)
Votes against	23 085 231	( 8.48%)
Abstentions cast	873 234	( 0.32%)
Total votes cast	272 385 582	(100.00%)

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

Alexandra Papalexopoulou 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 2024.

#### 4.1.10 Re-election of Anna Diamantopoulou 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	253 747 178	(93.16%)
Votes against	18 601 807	( 6.83%)
Abstentions cast	36 597	( 0.01%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anna Diamantopoulou 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 2024.

#### 4.1.11 Re-Election of Henrique Braun as a member of the Board of Directors

The shareholders passed the resolution by

Votes for	260 590 251	(95.67%)
Votes against	11 702 892	( 4.30%)
Abstentions cast	92 439	( 0.03%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)



Henrique Braun 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 2024.

## 4.2 New members of the Board of Directors

### 4.2.1 Election of George Pavlos Leventis as a new member of the Board of Directors

The shareholders passed the resolution by

Votes for	263 027 541	(96.56%)
Votes against	9 309 368	( 3.42%)
Abstentions cast	48 673	( 0.02%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

George Pavlos Leventis 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 2024.

### 4.2.2 Election of Evguenia Stoitchkova as a new member of the Board of Directors

The shareholders passed the resolution by

Votes for	260 908 470	(95.78%)
Votes against	11 430 971	( 4.20%)
Abstentions cast	46 141	( 0.02%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Evguenia Stoitchkova 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 2024.

## 5 Election of the independent proxy

The shareholders passed the resolution by

Votes for	272 242 405	(99.94%)
Votes against	165	( 0.01%)
Abstentions cast	143 012	( 0.05%)
Total votes cast	272 385 582	(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 re-elected as independent proxy for a term of one year until the end of the next annual general meeting in 2024.

## 6 Election of the auditors

### 6.1 Re-election of the statutory auditor

The shareholders passed the resolution by

Votes for	261 750 265	(96.10%)
Votes against	10 544 043	( 3.87%)
Abstentions cast	91 274	( 0.03%)
Total votes cast	272 385 582	(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 2023.

### 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	261 577 934	(96.04%)
Votes against	10 770 528	( 3.95%)
Abstentions cast	37 120	( 0.01%)
Total votes cast	272 385 582	(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 2024, 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	186 300 613	(68.39%)
Votes against	85 901 908	(31.54%)
Abstentions cast	183 061	( 0.07%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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

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

The shareholders passed the resolution by

Votes for	255 494 344	(93.80%)
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Votes against	9 151 410	( 3.36%)
Abstentions cast	7 739 828	( 2.84%)
Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The remuneration policy of Coca-Cola HBC AG, in the form set out at pages 137 to 140 of the 2022 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 17 May 2023, 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	186 290 152	(68.39%)
Votes against	85 917 120	(31.54%)
Abstentions cast	178 310	( 0.07%)
Total votes cast	272 385 582	(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 Executive Leadership Team**

### **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	272 010 889	(99.88%)
Votes against	336 994	( 0.12%)

Total votes cast	272 347 883	(100.00%)
Abstentions	37 699	
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 2023 Annual General Meeting until the next annual general meeting in 2024 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 Executive Leadership Team for the next financial year

The shareholders passed the resolution by

Votes for	268 025 852	(98.49%)
Votes against	4 099 409	( 1.51%)
Total votes cast	272 125 261	(100.00%)
Abstentions	260 321	
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 Executive Leadership Team (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2024 and ending on 31 December 2024 in the amount of EUR 41,540,000 has thereby been approved by a relative majority.

## 11 Approval of share buy-back

The shareholders passed the resolution by

Votes for	271 111 439	(99.54%)
Votes against	1 017 272	( 0.37%)
Abstentions cast	256 871	( 0.09%)

Total votes cast	272 385 582	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The repurchase of 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;

has thereby been approved.

The full minutes of the Annual General Meeting will be available from 26 May 2023 on the website of Coca-Cola HBC AG.

[Signatures on the following page]

Steinhausen, 17 May 2023

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Anastasios George David  
Chairman of the Board

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Jan Sune Gustavsson  
Company Secretary