

**MINUTES**  
of the  
**Extraordinary General Meeting**  
of  
**Coca-Cola HBC AG**

held on  
**Monday, 16 September 2024; 1:30 pm CEST**  
**Physical Shareholders' Meeting**  
**at Turmstrasse 26, 6312 Steinhausen, Switzerland**  
**Begin of meeting: 1:30 pm CEST**  
**End of meeting: 1:42 pm CEST**

Chair: Anastassis G. David (Chairman of the Board of Directors)  
Minutes: Jan Gustavsson (General Counsel and Company Secretary)

## **A Opening Address**

The Chairman welcomes the present shareholders and declares the extraordinary general meeting (the "Extraordinary General Meeting" or "EGM") open.

He informs that the EGM will be held in English and that the EGM will be recorded and that he will preside over this meeting in his capacity as Chairman of the Board of Directors (the "Board of Directors" or the "Board") of Coca Cola HBC AG (the "Company"). He designates Jan Gustavsson as Secretary of the Meeting and Vote Counter and responsible person for the assistant vote counters who will collect the voting coupons.

The Chairman then welcomes:

- the CEO of the Company and member of the Board of Directors Zoran Bogdanovic and the CFO of the Company Anastasis Stamoulis.
- the independent proxy pursuant to article 689c of the Swiss Code of Obligations: Ms. Ines Poeschel (Kellerhals Carrard Zürich KIG, Zurich, Switzerland), who will vote according to the instructions she has received from shareholders.

## **B Constitution of the General Meeting, Voting Procedure**

The Chairman makes the following remarks about the constitution of this EGM:

- the Notice was published in the Swiss Official Gazette of Commerce on 23 August 2024, as provided for in the Articles of Association. In addition, the Notice was sent to shareholders by mail and was published on the Company's website;
- the members of the Board of Directors and the members of the Executive Leadership Team have been invited to today's Extraordinary General Meeting. The members of the Executive Leadership Team and the members of the Board of Directors who are not attending, have waived their right to participate personally in the General Meeting and the latter to submit any motions.

The Chairman states that the number of shareholders present or represented is currently being counted and that he will inform the shareholders about the exact numbers shortly.

The Chairman states that if anyone leaves the room before the end of the EGM, he or she shall hand over his voting documents at the admission control, as the presence will be constantly updated. The Chairman explains the voting procedure.

The Chairman states that the EGM will pass the resolution and carry out the election by the absolute majority of votes validly cast.

Article 19 para. 1 of the articles of association provides that there is no presence quorum.

The Chairman states that he will, instead of reading out in full the text of the proposal, use a short form and refer to the full text of the motion as set out in the Notice, unless participants specifically request otherwise. He informs that the full text will also be shown on the screen as the single agenda item will be discussed.

The Chairman makes some organizational notes regarding the right to speak.

No objections are raised against these procedural matters.

## **C Questions**

The Chairman opens the floor for questions.

No questions were raised on the Chairman's speech.

## **D Presence**

The report of presence is read by the Company Secretary, according to which at 1:30 p.m. CEST 3 shareholders or representatives (i.e. 2 shareholders and the independent representative according to art. 689c of the Swiss Code of Obligations) are present, who represent 270,868,234 ordinary registered shares with a nominal value of CHF 6.70 and therefore 270,868,234 votes are represented.

This corresponds to a represented total nominal share capital amount of CHF 1,814,817,167.80, therefore 72.57% of the total ordinary share capital in the amount of CHF 2,500,705,065.40 and 74.62% of the total outstanding voting rights, whether exercisable or not, being 363,007,282, each as of 16 September 2024.<sup>(1)</sup>

(1) On 16 September 2024, Coca-Cola HBC AG's total issued share capital of CHF 2,500,705,065.40 consisted of 373,239,562 ordinary shares, of which 6,802,145 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 16 September 2024 is 363,007,282.

The present share votes are represented as follows:

270,866,935 by the independent representative according to art. 689c of the Swiss Code of Obligations, and

1,299 by shareholders present or other representatives.

## **E Statement from the Independent Proxy**

The Chairman invites the independent proxy to put forward her statement.

Ines Poeschel, the independent proxy, has the word and gives the confirmation according to art. 689c CO.

Further to the request made by the Chairman, no objections are raised. The Chairman states that the EGM has been properly convened and constituted and can validly take resolutions and elections on all items on the agenda.

## **F Agenda and Proposals of the Board of Directors**

### **1 Election of the Board of Directors and the Remuneration Committee**

#### **1.1 Election of Elizabeth Bastoni as a new member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

The Chairman informs the shareholders of the proposal of the Board to elect Elizabeth Bastoni as a new member of the Board of Directors and the Remuneration Committee for a term until the end of the next annual general meeting in 2025.

The Chairman informs that the biography of Elizabeth Bastoni is set out in the Notice and that her declaration of acceptance is available.

No comments or questions of shareholders are raised.

The shareholders passed the resolution by

Votes for	270,113,771	(99.72%)
Votes against	351,919	(0.13%)
Abstentions cast	402,544	(0.15%)
Total votes cast	270,868,234	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Elizabeth Bastoni has thereby been elected as a member of the Board of Directors and as a member of the Remuneration Committee for a term until the end of the next annual general meeting in 2025.

### **Vote of Thanks and Announcement of voting results**

The Chairman states that the agenda of the EGM is completed and expresses his gratitude to everyone who helped organize the EGM.

After having reviewed the voting results, the Chairman declares that the EGM has approved the proposal of the Board of Directors for the agenda item 1.1 by the required majority and that the legal and statutory quorums were met.

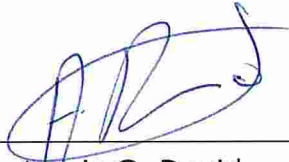
The Chairman explains that detailed voting results will be shown in the following minutes and posted on the company's website.

### **Closing Remarks**

The Chairman confirms that the EGM has been conducted as recorded herein.

The Chairman closes the general meeting at 1:42 pm CEST and informs that the minutes of this Extraordinary General Meeting will be available as of 26 September 2024 on the website of Coca-Cola HBC AG.

[Signatures on the following page]



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Anastassis G. David  
Chairman of the Board



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Jan Gustavsson  
Company Secretary