

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

held on  
**Friday, 23 May 2025; 09:30 am CEST**  
**Physical Shareholders' Meeting**  
**at Turmstrasse 26, 6312 Steinhausen, Switzerland**

**Begin of meeting: 09:30 am CEST**

**End of meeting: 09:40 am 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 persons attending and declares the annual general meeting (the "Annual General Meeting" or "AGM") open.

He informs that the AGM will be held in English and that the AGM 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.

The Chairman then welcomes:

- The CEO and member of the Board of Directors Zoran Bogdanovic;
- the CFO and member of the Executive Leadership Team Mr. Anastasis Stamoulis;
- Stavros Pantzaris, who is nominated for election by the Annual General Meeting as a new member of the Board of Directors (attending virtually);
- the independent proxy pursuant to article 689c of the Swiss Code of Obligations: Ms. Ines Poeschel (Kellerhals Carrard Zürich KIG, Zurich, Switzerland);
- the notary public in Zug, Ms. Judith Hubatka, who will notarize the shareholders' resolution with respect to agenda item 5.2 and 12; and
- the statutory auditors of Coca-Cola HBC AG: PricewaterhouseCoopers AG in Zurich, represented by Patrick Balkanyi; the independent registered audit firm for our reports under the applicable UK rules: PricewaterhouseCoopers S.A. in Greece, represented by Fotis Smyrnis.

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

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

- the Notice was published in the Swiss Official Gazette of Commerce on 23 April 2025, 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 management have been invited to today's Annual 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 so submit any motions;
- the 2024 Integrated Annual Report, which includes the report by Coca-Cola HBC AG's statutory auditors, has been available electronically since 14 March 2025; and
- the general terms of appointment applicable to each current non-executive member of the Board of Directors proposed to be re-elected, have been available for inspection at the Company's registered office since 23 April 2025.

The Chairman notes that three shareholders<sup>1</sup> were physically attending to-day's AGM.

## **C Presence**

The report of presence is read by the Company Secretary, according to which at 09:30 a.m. CET 1 shareholder or representative, who represents 264'908'315 ordinary registered shares with a nominal value of CHF 6.70 and therefore 264'908'315 votes are represented.

This corresponds to a represented total nominal amount of CHF 1,774,885,710.50, therefore 70.98% of the total ordinary share capital in the amount of CHF 2,500,705,065.40 and 72.89% of the total outstanding voting rights, whether exercisable or not, being 363,430,009, each as of 23 May 2025.<sup>2</sup>

The present share votes are represented as follows:

264,908,315 by the independent representative according to article 689c of the Swiss Code of Obligations, and

0 by shareholders present or other representatives.

<sup>1</sup> The three shareholders physically present each instructed the independent proxy to vote according to their instructions.  
<sup>2</sup> On 23 May 2025, 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 6,379,418 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 23 May 2025 is 363,430,009.

## **D Voting Procedure and result**

The Chairman states that as all votes have thus been cast on the basis of proxies and in accordance with the voting instructions provided by the respective shareholders in advance of the AGM, he will refrain from having an individual physical vote on each agenda item.

## **E Resolutions and Elections**

The Chairman states that the AGM will generally pass resolutions and carry out elections by the absolute majority of votes validly cast.

An exception is agenda item 11 (Approval of the remuneration of the Board of Directors and the Executive Leadership Team), which will be passed by the relative majority of votes validly cast and agenda item 12 (Approval of the amendments to the articles of association) which will be passed by a majority of at least two-thirds of the voting rights represented and an absolute majority of the nominal value of shares represented.

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

## **F Questions**

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 article 689c paragraph 5 CO.

The Chairman states that the AGM has been properly convened and constituted and can validly take resolutions and elections on all items on the agenda.

No objections are raised against these determinations.

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

### **1 Receipt of the 2024 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 2024**

The shareholders passed the resolution by

Votes for	264,038,932	(99.67%)
Votes against	37,162	(0.01%)
Abstentions cast	832,221	(0.31%)
Total votes cast	264,908,315	(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 2024 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 2024 have thereby been approved.

### **2 Approval of the non-financial report under Swiss statutory law for the financial year ended on 31 December 2024**

The shareholders passed the resolution by

Votes for	263,991,169	(99.65%)
Votes against	84,925	(0.03%)
Abstentions cast	832,221	(0.31%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, the non-financial report under Swiss statutory law for the financial year ended 31 December 2024 has thereby been approved.

### **3 Appropriation of available earnings and reserves / declaration of dividends**

#### **3.1 Appropriation of available earnings and reserves**

The shareholders passed the resolution by

Votes for	264,744,629	(99.94%)
Votes against	152,547	(0.06%)
Abstentions cast	11,139	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The appropriation of available earnings as proposed by the Board of Directors and as set out in the Notice has been approved.

#### **3.2 Declaration of dividend from reserves**

The shareholders passed the resolution by

Votes for	264,737,112	(99.94%)
Votes against	160,064	(0.06%)
Abstentions cast	11,139	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of a dividend of EUR 1.03 (the "Dividend") on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve has been approved.

#### **4 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	259,464,194	(98.34%)
Votes against	2,320,561	(0.88%)
Abstentions cast	2,048,625	(0.78%)
Total votes cast	263,833,380	(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 2024 and ending on 31 December 2024 has been approved.

#### **5 Election of the Board of Directors, the Chairman of the Board of Directors and the Remuneration Committee**

The Chairman informs that 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 William W. (Bill) Douglas III and Reto Francioni, who are not standing for re-election and are retiring at the conclusion of the Annual General Meeting.

##### **5.1 Current members of the Board of Directors**

##### **5.1.1 Re-election of Anastasios G. David as a member of the Board of Directors and as the Chairman of the Board of Directors (in a single vote)**

The shareholders passed the resolution by

Votes for	235,592,947	(88.93%)
Votes against	29,303,436	(11.06%)
Abstentions cast	11,932	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios G. David has thereby been re-elected as a member of the Board of Directors and as the Chairman of the Board of Directors, in each case, for a term of one year until the end of the next annual general meeting in 2026.

#### **5.1.2 Re-election of Zulikat Wuraola Abiola as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	264,406,406	(99.81%)
Votes against	489,227	(0.18%)
Abstentions cast	12,682	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zulikat Wuraola Abiola 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 2026.

#### **5.1.3 Re-election of Elizabeth Bastoni 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	262,888,199	(99.24%)
Votes against	2,007,434	(0.76%)



Abstentions cast	12,682	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Elizabeth Bastoni 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 2026.

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

The shareholders passed the resolution by

Votes for	259,154,587	(97.83%)
Votes against	5,741,046	(2.17%)
Abstentions cast	12,682	(0%)
Total votes cast	264,908,315	(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 2026.

#### **5.1.5 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	243,670,512	(91.98%)
Votes against	21,221,421	(8.01%)
Abstentions cast	16,382	(0.01%)
Total votes cast	264,908,315	(100.00%)

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

Charlotte J. Boyle 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 2026.

#### **5.1.6 Re-election of Henrique Braun as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	246,897,525	(93.20%)
Votes against	17,929,185	(6.77%)
Abstentions cast	81,605	(0.03%)
Total votes cast	264,908,315	(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 2026.

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

The shareholders passed the resolution by

Votes for	246,752,182	(93.15%)
Votes against	18,144,201	(6.85%)
Abstentions cast	11,932	(0%)
Total votes cast	264,908,315	(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 2026.

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

The shareholders passed the resolution by

Votes for	246,938,265	(93.22%)
Votes against	17,958,118	(6.78%)
Abstentions cast	11,932	(0%)
Total votes cast	264,908,315	(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 2026.

**5.1.9 Re-election of George Pavlos Leventis as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	246,833,568	(93.18%)
Votes against	18,062,815	(6.82%)
Abstentions cast	11,932	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

George Pavlos 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 2026.

#### **5.1.10 Re-election of Evguenia Stoitchkova as member of the Board of Directors**

The shareholders passed the resolution by

Votes for	247,188,093	(93.31%)
Votes against	16,819,209	(6.35%)
Abstentions cast	901,013	(0.34%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Evguenia Stoitchkova 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 2026.

#### **5.1.11 Re-election of Glykeria Tsernou as member of the Board of Directors**

The shareholders passed the resolution by

Votes for	264,358,259	(99.79%)
Votes against	468,451	(0.18%)
Abstentions cast	81,605	(0.03%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Glykeria Tsernou 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 2026.

## **5.2 New members of the Board of Directors**

### **5.2.1 Election of Stavros Pantzaris as a new member of the Board of Directors**

The Chairman informs the shareholders of the proposal of the Board to elect Stavros Pantzaris as a new member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2026.

The Chairman informs that the biography of Stavros Pantzaris is set out in the Notice.

No comments or questions of shareholders are raised.

The shareholders passed the resolution by

Votes for	263,722,411	(99.55%)
Votes against	1,173,657	(0.44%)
Abstentions cast	12,247	(0%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Stavros Pantzaris 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 2026.

### **5.2.2 Election of Pantelis ("Linos") D. Lekkas as a new member of the Board of Directors and as a new member of the Remuneration Committee (in a single vote)**

The Chairman informs the shareholders of the proposal of the Board to elect Pantelis ("Linos") D. Lekkas as a new member of the Board of Directors and as a new member of the Remuneration Committee, for a term of one year until the end of the next annual general meeting in 2026.

The Chairman informs that the biography of Pantelis Lekkas is set out in the Notice.

No comments or questions of shareholders are raised.

The shareholders passed the resolution by

Votes for	263,305,151	(99.39%)
Votes against	1,586,493	(0.60%)
Abstentions cast	16,671	(0.01%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Pantelis Lekkas has thereby been 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 2026.

## **6 Election of the independent proxy**

The shareholders passed the resolution by

Votes for	264,889,997	(99.99%)
Votes against	0	(0%)
Abstentions cast	18,318	(0.01%)
Total votes cast	264,908,315	(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 2026.

## **7 Election of the auditors**

### **7.1 Re-election of the statutory auditor**

The shareholders passed the resolution by

Votes for	252,980,635	(95.50%)
Votes against	11,916,563	(4.50%)
Abstentions cast	11,117	(0%)
Total votes cast	264,908,315	(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 2025.

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

The shareholders passed the resolution by

Votes for	252,676,283	(95.38%)
Votes against	12,219,400	(4.61%)
Abstentions cast	12,632	(0%)
Total votes cast	264,908,315	(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 2026, 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.

## **8 Advisory vote on the UK Remuneration Report**

The shareholders passed the resolution by

Votes for	259,297,435	(97.88%)
Votes against	5,594,423	(2.11%)
Abstentions cast	16,457	(0.01%)
Total votes cast	264,908,315	(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.

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

The shareholders passed the resolution by

Votes for	258,124,913	(97.44%)
Votes against	6,760,060	(2.55%)
Abstentions cast	23,342	(0.01%)
Total votes cast	264,908,315	(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 229 to 237 of the 2024 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 23 May 2025, has been approved by way of an advisory vote.



## **10 Advisory vote on the Swiss Remuneration Report**

The shareholders passed the resolution by

Votes for	259,202,272	(97.85%)
Votes against	5,689,271	(2.15%)
Abstentions cast	16,772	(0.01%)
Total votes cast	264,908,315	(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.

## **11 Approval of the remuneration of the Board of Directors and the Executive Leadership Team**

### **11.1 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	264,354,200	(99.79%)
Votes against	536,749	(0.20%)
Abstentions	17,366	(0.01%)
Total votes cast	264,908,315	(100.00%)
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 2025 Annual General Meeting until

the next annual general meeting in 2026 in the amount of EUR 1.5 million has thereby been approved by a relative majority.

### **11.2 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	262,393,604	(99.05%)
Votes against	2,305,826	(0.87%)
Abstentions	208,885	(0.08%)
Total votes cast	264,908,315	(100.00%)
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 2026 and ending on 31 December 2026 in the amount of EUR 56,280,000 has thereby been approved by a relative majority.

## **12 Approval of the amendments to the articles of association**

The shareholders passed the resolution by

Votes for	264,583,480	(99.88%)
Votes against	306,719	(0.12%)
Abstentions cast	18,116	(0.01%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total voting rights represented.)

The required qualified majority of at least two-thirds of the represented share votes and the absolute majority of the nominal value of the represented shares has been reached. The proposal to amend the article 33 paragraph 1 no. 1 and no. 4 and article 33 paragraph 2 no. 1 of the Articles of Association as follows (amendments in ***bold and italic***).

#### Art. 33

##### Anreiz- und Beteiligungspläne

- <sup>1</sup> Die Mitglieder der Geschäftsleitung erhalten einen Management Incentive in bar nach folgenden Grundsätzen:
  1. Der Target Management Incentive beträgt, wenn alle Ziele zu 100% erreicht werden, für den Chief Executive Officer maximal 100% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal ***90%*** der Grundvergütung. Die maximale Auszahlung im Rahmen des Management Incentive ist auf 200% des Target Management Incentive ***für den Chief Executive Officer und für die Geschäftsleitung auf 270% des Target Management Incentive*** begrenzt.
  2. [Absatz unverändert]
  3. [Absatz unverändert]
  4. ***Sofern der ~~Der~~ Chief Executive Officer Namenaktien der Gesellschaft von weniger als 450% seiner Grundvergütung hält, erhält der Chief Executive Officer*** einen Teil des jährlichen Management Incentive in Form von Namenaktien der Gesellschaft vorbehaltlich einer Vesting-Periode und einer Verwirkung im Falle eines Bad Leavers, jeweils, wie vom Vergütungsausschuss festgelegt.
- <sup>2</sup> Die Mitglieder der Geschäftsleitung erhalten einen Long-Term Incentive in der Form von Aktienzuteilungen nach Leistung (performance share awards) ("LTI") nach folgenden Grundsätzen:
  1. Der Target LTI beträgt für den Chief Executive Officer maximal 450% der Grundvergütung und für die übrigen Mitglieder der Geschäftsleitung maximal ***250%*** der Grundvergütung und wird im Zuteilungszeitpunkt in eine entsprechende Anzahl Aktien umgerechnet. Innerhalb dieser Werte werden die Target

##### Incentive and Participation Plans

#### Art. 33

- <sup>1</sup> The members of the Executive Leadership Team shall receive a management incentive in cash in accordance with the following principles:
  1. The target management incentive in ***case the event*** all targets are achieved at 100% shall not exceed 100% of the base salary for the Chief Executive Officer and ***90%*** of the base salary for the other members of the Executive Leadership Team. The maximum payout under the management incentive shall be no more than 200% of the target management incentive ***for the Chief Executive Officer, and 270% of the target management incentive for the Executive Leadership Team.***
  2. [paragraph not amended]
  3. [paragraph not amended]
  4. ***If the ~~The~~ Chief Executive Officer holds registered shares in the Company less than 450% of his/her base salary, the Chief Executive Officer*** shall receive a portion of the annual management incentive in registered shares of the Company subject to a vesting period and forfeiture in ***the event*** of a bad leaver, each, as determined by the Remuneration Committee.
- <sup>2</sup> The members of the Executive Leadership Team shall receive a long-term incentive in the form of performance share awards ("LTI") according to the following principles:
  1. The target LTI shall not exceed 450% of the base salary for the Chief Executive Officer and ***250%*** of the base salary for the other members of the Executive Leadership Team in value and shall be translated into a corresponding number of shares at the date of grant. Target LTIs are determined by the Remuneration

LTIs vom Vergütungsausschuss in seinem Ermessen festgelegt. Der LTI stellt eine variable Vergütung in demjenigen Jahr dar, in welchem er zugeteilt wurde und wird zum Marktwert im Zuteilungszeitpunkt bewertet, wie vom Vergütungsausschuss festgelegt.

Committee in its discretion within these limits. The LTI constitutes a variable remuneration in the financial year in which they have been granted and shall be valued at its fair value at the date of grant as determined by the Remuneration Committee.

2. [Absatz unverändert]
3. [Absatz unverändert]
4. [Absatz unverändert]

2. [paragraph not amended]
3. [paragraph not amended]
4. [paragraph not amended]

<sup>3</sup> [Absatz unverändert]

<sup>3</sup> [paragraph not amended]

<sup>4</sup> [Absatz unverändert]

<sup>4</sup> [paragraph not amended]

<sup>5</sup> [Absatz unverändert]

<sup>5</sup> [paragraph not amended]

has thereby been approved.

### 13 Approval of share buy-back

The shareholders passed the resolution by

Votes for	264,529,419	(99.86%)
Votes against	175,422	(0.07%)
Abstentions cast	203,474	(0.08%)
Total votes cast	264,908,315	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The repurchase of up to 15,000,000 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 15,000,000;
- 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.

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

After having reviewed the voting results, the Chairman declares that the shareholders' meeting has approved the proposals of the Board of Directors for each agenda item, including agenda items 5.2.1, 5.2.2 and 12 by the required majority and that the legal and statutory quorums in particular the qualified quorum, were met.

The Chairman explains that detailed voting results will be posted on the company's website.

### **Closing Remarks**

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

The Chairman closes the general meeting at 09:40 am CEST and informs that the minutes of this Annual General Meeting will be available as of 6 June 2025 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