

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 Extraordinary General Meeting of



incorporated as a stock corporation (*Aktiengesellschaft*)
under the laws of Switzerland and registered in Switzerland
with business identification number CHE-235.296.902, regis-
tered office in Steinhausen and registered address at Turm-
strasse 26, 6312 Steinhausen, Switzerland

Monday, 19 January 2026

09:30 a.m. CET

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

Opening of doors to meeting room: 09:00 a.m. CET

Beginning of meeting: 09:30 a.m. CET

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Coca-Cola HBC AG

Letter from the Board of Directors

Zug, 17 December 2025

Extraordinary General Meeting of Coca-Cola HBC AG to be held on 19 January 2026

Dear shareholders,

We are writing to you in connection with Coca-Cola HBC AG's extraordinary general meeting (the "**Extraordinary General Meeting**"), which will be held on 19 January 2026 at 9.30 a.m. CET at Coca-Cola HBC AG's head office at Turmstrasse 26, 6312 Steinhausen, Switzerland.

As announced on 21 October 2025, Coca-Cola HBC AG (the "**Company**") agreed to acquire 75 per cent. of the equity interest of Coca-Cola Beverages Africa Pty Ltd ("**CCBA**") by entering into a sale and purchase agreement dated 21 October 2025 between the Company, Coca-Cola HBC Holdings BV ("**CCHBV**"), European Refreshments Unlimited Company ("**TCCC-1**") and Coca-Cola Holdings Africa Ltd ("**CCHA**", together with TCCC-1, the "**TCCC Sellers**"), Gutsche Family Investments Pty Ltd ("**GFI**") and CCBA (the "**Sale and Purchase Agreement**"). Pursuant to the Sale and Purchase Agreement, the Company and CCHBV have agreed to acquire: (i) a 41.52 per cent. equity interest in CCBA from TCCC Sellers for USD 1.3 billion in cash (the "**TCCC Acquisition**"); and (ii) a 33.48 per cent. equity interest in CCBA from GFI (representing GFI's entire interest in CCBA) for approximately USD 308 million in cash and 21'027'676 Company registered shares (the "**Purchase Consideration Shares**"; such acquisition the "**GFI Acquisition**"; and the GFI Acquisition together with the TCCC Acquisition, the "**Acquisition**"). At the time of entering into the Sale and Purchase Agreement, the equity value for 100 per cent. of CCBA was valued at USD 3.4 billion.

In addition: (i) TCCC-1 has agreed to grant CCHBV a call option with a five-year call period, exercisable between three and five years following completion of the Sale and Purchase Agreement ("**Completion**") under which CCHBV will be able to purchase up to the remaining 25 per cent. equity interest in CCBA which will still be owned by TCCC-1 following Completion (the "**Call Option**"); and (ii) CCHBV has agreed to grant TCCC-1 a put option enabling TCCC-1 to sell its remaining equity interest in CCBA to CCHBV between three and a half and six years following Completion (the "**Put Option**", together with the Call Option, the "**CCBA Option**"; and the agreement underlying the CCBA Option, the Option Agreement (as defined in the proposed amendments to the Articles); the Acquisition and the CCBA Option together the "**Transaction**"). As announced on 21 October 2025, certain matters in the context of the Transaction must be approved by the shareholders as set out below.

Finally, in connection with the Acquisition, the Company agreed the terms of a shareholders' agreement with Coca-Cola HBC Grouping Inc. (the "**TCCC Shareholder**"), a wholly-owned subsidiary of The Coca-Cola Company ("**TCCC**"), and Kar-Tess Holding to be entered into at Completion to regulate certain aspects of the Company's governance post-Completion (the "**Coca-Cola HBC Shareholder Agreement**").

To give effect to the Acquisition, the Company must be able to issue new Company registered shares and also seeks the flexibility to use a certain number of own Company registered shares. The Company also seeks the flexibility to issue new Company registered shares and/or use a certain number of Company registered shares held in treasury in connection with the CCBA Option. Furthermore, certain amendments need to be made to the Company's articles of association (the "**Articles**") to give effect to the Coca-Cola HBC Shareholder Agreement. The board of directors of the Company (the "**Board of Directors**") therefore seeks the approval of the shareholders with regard to the matters set forth under the title "Proposals of the Board of Directors" below.

Proposals of the Board of Directors

The proposals of the Board of Directors to be considered and voted upon at the Extraordinary General Meeting are as follows:

- To approve the introduction of a capital band provision in a new art. 6a in the Articles of Association to enable the completion of the Sale and Purchase Agreement and in connection with the Option Agreement (as defined below) (see agenda item 1);
- To approve the introduction of a new art. 10a in the Articles of Association to permit the use and transfer of a certain number of the Company's registered shares held in treasury by excluding existing pre-emptive rights of shareholders in connection with the Sale and Purchase Agreement and the Option Agreement (as defined below) (see agenda item 2); and
- To approve the amendment of art. 28 para. 2 of the Articles of Association and the introduction of new art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis in the Articles of Association for the purpose of effecting certain governance related changes in line with the Coca-Cola HBC Shareholder Agreement with effect upon completion of the Sale and Purchase Agreement (see agenda item 3).

The Board of Directors is of the opinion that all the proposals to be considered and voted upon at the Extraordinary General Meeting are in the best interests of the Company and its shareholders as a whole. The Board of Directors unanimously (except for recusals of certain members of the Board of Directors due to conflict of interests) recommends that you vote in favour of all the proposed resolutions, and the Directors who hold shares in the Company intend to do so in respect of their own direct beneficial holdings in the Company (see also recommendation of the Board of Directors set out on page 34 of the notice, attached to this letter (the "**No-notice**").

For further details on the Transaction and the amendment of the governance, we refer to the introductory remarks of the Notice and the shareholder circular dated 17 December 2025, which is made available on Coca-Cola HBC's website at <https://www.coca-colahellenic.com/en/investor-relations/shareholder-centre/agm-egm> (the "**Circular**"), in particular the sections concerning the risk factors (see "*Part II: Risk Factors*"), the summary of the key Transaction terms (see "*Part III: Summary of the Key Acquisition Terms*") as well as the summary of the amendments to the Articles (see "*Part V: Summary of the Amendments to the Articles*").

The Notice contains the full and authoritative text of the agenda items and the proposals of the Board of Directors. It also sets out further details and explanations in relation to each proposal to be considered and voted upon at the Extraordinary General Meeting.

A reply form in relation to the Extraordinary General Meeting is enclosed with this letter 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 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026. Alternatively, you may make use of an online proxy voting platform by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 at the latest by using the URL and your username and password printed on your reply form. The section headed "*Organisational matters and Participation in the Extraordinary General Meeting*" beginning on page 35 of the Notice also sets the procedures for appointing a proxy and instructing the independent proxy. You should read this information carefully before completing the reply form.

Yours faithfully

By order of the Board of Directors
Anastassis G. David, Chairman

(letter without signature)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given by the board of directors (the "**Board of Directors**") of Coca-Cola HBC AG (the "**Company**") that the extraordinary general meeting ("**Extraordinary General Meeting**") will be held on Monday, 19 January 2026 at 09:30 a.m. CET. In accordance with art. 13 para. 2 and 3 of the Company's articles of association (the "**Articles**") the Extraordinary General Meeting will be held at Turmstrasse 26, 6312 Steinhausen, Switzerland. The Extraordinary General Meeting will be conducted in English.

Agenda

The Extraordinary General Meeting will consider the following agenda items:

1. Introduction of a capital band provision in a new art. 6a in the Articles of Association to enable the completion of the Sale and Purchase Agreement and in connection with the Option Agreement (both, as defined below);
2. Introduction of a new art. 10a in the Articles of Association to permit the use and transfer of a certain number of the Company's registered shares held in treasury by excluding existing pre-emptive rights of shareholders in connection with the Sale and Purchase Agreement and the Option Agreement (both, as defined below); and
3. Amendment of art. 28 para. 2 of the Articles of Association and the introduction of new art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis in the Articles of Association for the purpose of effecting certain governance related changes in line with the Coca-Cola HBC Shareholder Agreement with effect upon completion of the Sale and Purchase Agreement (both, as defined below).

Introductory Remarks: Information on the Transaction

The Sale and Purchase Agreement

As announced on 21 October 2025, the Company agreed to acquire 75 per cent. of the equity interest of Coca-Cola Beverages Africa Pty Ltd ("**CCBA**") by entering into a sale and purchase agreement dated 21 October 2025 between the Company, Coca-Cola HBC Holdings BV ("**CCHBV**"), European Refreshments Unlimited Company ("**TCCC-1**") and Coca-Cola Holdings Africa Ltd ("**CCHA**", together with TCCC-1, the "**TCCC Sellers**"), Gutsche Family Investments Pty Ltd ("**GFI**") and CCBA (the "**Sale and Purchase Agreement**"). Pursuant to the Sale and Purchase Agreement, the Company and CCHBV have agreed to acquire: (i) a 41.52 per cent. equity interest in CCBA from TCCC Sellers for USD 1.3 billion in cash (the "**TCCC Acquisition**"); and (ii) a 33.48 per cent. equity interest in CCBA from GFI (representing GFI's entire interest in CCBA) for approximately USD 308 million in cash and 21'027'676 Company registered shares (the "**Purchase Consideration Shares**"; such acquisition, the "**GFI Acquisition**"; and the GFI Acquisition together with the TCCC Acquisition, the "**Acquisition**"). At the time of entering into the Sale and Purchase Agreement, the equity value for 100 per cent. of CCBA was valued at USD 3.4 billion.

The Board of Directors intends to source the Purchase Consideration Shares through the issuance of new Company registered shares from a capital band and/or which the Company may in part satisfy through the use and transfer of existing shares of the Company held in treasury. The introduction of the new art. 6a and art. 10a of the Articles, as proposed in agenda items 1 and 2, grant the Board of Directors the flexibility to determine the appropriate allocation of newly issued Company registered shares and Company registered shares held in treasury (if any), while at the same time establishing the limits within which the Board of Directors may exercise such flexibility.

In order to (i) ensure that the necessary Purchase Consideration Shares are available for the Company at the completion of the Sale and Purchase Agreement ("**Completion**"); and (ii) grant the Board of Directors the flexibility to use newly issued Company registered shares only, or a combination of newly issued Company registered shares and Company registered shares held in treasury (if any), as Purchase Consideration Shares, the Board of Directors seeks shareholder approval for granting the Board of Directors the authority to increase the

Company's share capital once or several times and issue up to a maximum of 21'027'676 new Company registered shares and/or use and transfer up to a maximum of 6'301'533 Company registered shares held in treasury (the "**Treasury Consideration Shares**") for the purpose of the GFI Acquisition. For this purpose, it is proposed that the Articles be amended (see agenda item 1 and agenda item 2). The number of Purchase Consideration Shares to be newly issued to GFI and/or used in the context of the GFI Acquisition was calculated based on the value of CCBA at the time of signing of the Sale and Purchase Agreement and the 30-trading day volume-weighted average price ("**VWAP**") of the Company registered shares at the time of signing of the Sale and Purchase Agreement .

The CCBA Option

In addition: (i) TCCC-1 has agreed to grant CCHBV a call option with a five-year call period, exercisable between three and five years following Completion under which CCHBV will be able to purchase up to the remaining 25 per cent. equity interest in CCBA which will still be owned by TCCC-1 following Completion (the "**Call Option**"); and (ii) CCHBV has agreed to grant TCCC-1 a put option enabling TCCC-1 to sell its remaining equity interest in CCBA to CCHBV between three and a half and six years following Completion (the "**Put Option**"; together with the Call Option, the "**CCBA Option**" and the agreement underlying the CCBA Option, the Option Agreement (as defined in the proposed amendments to the Articles); the Acquisition and the CCBA Option together the "**Transaction**").

On the full or partial exercise of the Call Option or the exercise of the Put Option, respectively, under the CCBA Option, whether in a single exercise or through multiple exercises of the Call Option or the exercise of the Put Option, respectively (the "**Option Exercise(s)**"), the consideration payable is the purchase price per ordinary share of CCBA paid to the TCCC Sellers under the Sale and Purchase Agreement and an applicable coupon, in cash. The applicable coupon for the Call Option shall be an amount equal to the interest calculated at the rate specified below (calculated on a daily basis in USD) capitalised annually for the period commencing from Completion until the relevant date of the Option Exercise(s):

- for the period until the first anniversary of Completion, 2.75 per cent. per annum;
- for the period commencing from the first anniversary of Completion until the third anniversary of Completion, 3 per cent. per annum; and
- for the period commencing from the third anniversary of Completion until the fifth anniversary of Completion, 4.2 per cent. per annum.

The applicable coupon for the Put Option shall be an amount equal to the interest calculated at the rate specified below (calculated on a daily basis in USD) capitalised annually for the period commencing from Completion until the relevant date of the Option Exercise(s):

- for the period until the first anniversary of Completion, 2.75 per cent. per annum;
- for the period commencing from the first anniversary of Completion until the third anniversary of Completion, 3 per cent. per annum; and
- for the period commencing from the third anniversary of Completion until the sixth anniversary of Completion, 4.1 per cent. per annum.

At the election of the Company, and subject to CCHBV assigning, novating and/or transferring its rights and obligations under the CCBA Option to the Company, the consideration for the CCBA shares may be settled in Company registered shares through the issue of new Company registered shares and/or use and transfer Company registered shares held in treasury (together the "**Option Consideration Shares**") with the price per Company registered share based on the VWAP for the period of 30 trading days prior to (and including) the date of the Option Exercise(s). In order to ensure that: (i) the Company is able to settle the consideration in Option Consideration Shares; and (ii) the Board of Directors has the flexibility to determine the appropriate allocation of newly issued Company registered shares and Company registered shares held in treasury (if any), the Board of Directors seeks shareholder approval for providing the Board of Directors with an authority to increase the

Company's share capital and issue up to a maximum of 15'323'113 new Company registered shares and/or use and transfer up to a maximum of 6'301'533 Company registered shares held in treasury less the number of Treasury Consideration Shares, if any, used and transferred to GFI in connection with Completion (see agenda item 1 and agenda item 2).

The Coca-Cola HBC Shareholder Agreement

Finally, in connection with the Acquisition, the Company agreed to terms of a shareholders' agreement with Coca-Cola HBC Grouping Inc. (the "**TCCC Shareholder**"), a wholly-owned subsidiary of The Coca-Cola Company ("**TCCC**"), and Kar-Tess Holding to be entered into at Completion to regulate certain aspects of the Company's governance post-Completion (the "**Coca-Cola HBC Shareholder Agreement**"). Under the current art. 28 para. 2 of the Articles, certain matters require the approval of a qualified quorum and qualified majority of the Board of Directors. In respect of these matters, decisions require: (i) a quorum of at least eight directors present, or, if the Board of Directors comprises fewer than ten directors, a quorum of three-quarters of all directors; and (ii) the approval by the votes of two-thirds of the directors present and entitled to vote ("**Qualified Quorum/Majority**"). With effect from the date on which Completion is published in the Swiss Official Gazette of Commerce, the existing provisions of art. 28 para. 2 of the Articles will be disapplied and be superseded by the provisions of the new art. 28 para. 2bis and art. 28 para. 2ter of the Articles and a new art. 29bis of the Articles will be introduced:

- The new art. 28 para. 2bis of the Articles will provide for a list of matters that require approval by the Qualified Quorum/Majority of the Board of Directors;
- The new art. 28 para. 2ter of the Articles will provide for a list of matters that require Enhanced Oversight (as defined below) in addition to the approval by the Qualified Quorum/Majority of the Board of Directors; and
- The new art. 29bis of the Articles will authorise and instruct the Board of Directors to establish the Strategy Committee (as defined below).

The Coca-Cola HBC Shareholder Agreement provides for the establishment of a strategy committee comprising the chief executive officer of the Company and – as long as each of them holds at least 10 per cent of the issued Company registered shares – one member of the Board of Directors nominated by Kar-Tess Holding and one member of the Board of Directors nominated by TCCC (the "**Strategy Committee**"). The Strategy Committee shall have the authority to consider and prepare a recommendation on certain strategic matters of the Company prior to consideration and determination of such matters by the Board of Directors; furthermore, the decisions of the Strategy Committee must be taken unanimously ("**Enhanced Oversight**"). The Board of Directors will consult with the Strategy Committee and have regard to its recommendations prior to making decisions on matters subject to Enhanced Oversight. The introduction of art. 29bis of the Articles will authorise and instruct the Board of Directors to establish the Strategy Committee for such purpose and provide that its composition, duties and powers will be determined by the Board of Directors in the organisational regulations of the Company ("**Organisational Regulations**") (see agenda item 3).

As announced on 21 October 2025, certain matters in the context of the Transaction must be approved by the shareholders as set out below.

For further details on the Transaction and the amendment of the governance, we refer to the introductory remarks of the Notice and the shareholder circular dated 17 December 2025, which is made available on Coca-Cola HBC's website at <https://www.coca-colahellenic.com/en/investor-relations/shareholder-centre/agm-egm> (the "**Circular**"), in particular the sections concerning the risk factors (see "*Part II: Risk Factors*"), the summary of the key Transaction terms (see "*Part III: Summary of the Key Acquisition Terms*") as well as the summary of the amendments to the articles (see "*Part V: Summary of the Amendments to the Articles*").

Completion of the Acquisition and the implementation of the Transaction is subject to further conditions, including merger control approvals in South Africa, Botswana, COMESA, Mozambique, Namibia and Tanzania, and is currently envisaged to take place by the end of 2026.

Proposals of the Board of Directors

Agenda item 1: Introduction of a capital band provision in a new art. 6a in the Articles of Association to enable the completion of the Sale and Purchase Agreement and in connection with the Option Agreement

Motion¹:

The Board of Directors proposes to introduce a capital band provision in a new art. 6a in the Articles of Association in the form as set forth below authorising the Board of Directors to increase the Company's share capital once or several times up to a maximum amount of CHF 2'744'255'351.70 until 19 January 2031 by issuing: (i) up to 21'027'676 new Company registered shares to GFI against the contribution in kind of a maximum of 1'416'323 CCBA B ordinary shares in connection with the implementation of the acquisition of 1'855'932 CCBA B ordinary shares from GFI pursuant to the Sale and Purchase Agreement; and (ii) up to 15'323'113 new Company registered shares to TCCC-1 against the contribution in kind of a maximum of 1'386'020 CCBA E ordinary shares in connection with the implementation of the Option Agreement, whereby the subscription rights of existing shareholders are excluded for each of these share issues. This resolution is conditional upon the approval by the shareholders' meeting of the proposals of the Board of Directors set out in agenda items 2 and 3.

¹ The defined terms used in this motion have the meaning given to them in the new art. 6a of the Articles.

Art. 6a

Kapital- band

Hinsichtlich des Erwerbs von bis zu 100 % der Aktien von Coca-Cola Beverages Africa Pty Ltd („**CCBA**“) durch die Gesellschaft und eine ihrer 100 %-Tochtergesellschaften, die Coca-Cola HBC Holdings BV (die „**Tochtergesellschaft**“), für eine Gegenleistung – vorbehaltlich gewisser Anpassungen – im Gesamtwert von USD 3,4 Milliarden im Zeitpunkt der Unterzeichnung des Kaufvertrages, wie unten definiert (die „**Transaktion**“), vereinbarten die Gesellschaft und die Tochtergesellschaft sowie Gutsche Family Investments Pty Ltd („**GFI**“), European Refreshments Unlimited Company („**TCCC-1**“), Coca-Cola Holdings Africa Ltd („**CCHA**“), The Coca-Cola Company („**TCCC**“) und CCBA am 21. Oktober 2025 Folgendes: (i) den Abschluss eines Aktienkaufvertrags am 21. Oktober 2025 zwischen der Gesellschaft und der Tochtergesellschaft als Käuferinnen und GFI, TCCC-1 und CCHA als Verkäuferinnen sowie mit TCCC und CCBA über (aa) den Erwerb von 1'855'932 CCBA B-Aktien von GFI gegen eine Kombination aus Bargeld, eigenen Aktien der Gesellschaft (im Sinne von Art. 659 ff. des Obligationenrechts) sowie neu ausgegebenen Aktien der Gesellschaft und (bb) den Erwerb von 860'526 CCBA A-Aktien und 1'441'602 CCBA E-Aktien von TCCC-1 und CCHA gegen Bargeld (der „**Kaufvertrag**“); und (ii) den Abschluss einer Kauf- und Verkaufsoptionsvereinbarung im Zeitpunkt des Vollzugs des Kaufvertrags zwischen der Tochtergesellschaft und TCCC-1 sowie TCCC über den Erwerb von bis zu 1'386'020 CCBA E-Aktien von TCCC-1 gegen Bargeld und/oder – jeweils nach Wahl der Tochtergesellschaft – eigene Aktien der Gesellschaft, welche die Tochtergesellschaft hält, und/oder – vorbehaltlich einer Abtretung gewisser Rechte von der Tochtergesellschaft an die Gesellschaft – eigene Aktien der Gesellschaft, welche die Gesellschaft hält, und/oder neu ausgegebene Aktien der Gesellschaft (die „**Optionsvereinbarung**“). Um der Gesellschaft zu ermöglichen, den aus neu

Art. 6a

Capital Band

In relation to the acquisition of up to 100% of the shares in Coca-Cola Beverages Africa Pty Ltd ("**CCBA**") by the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV (the "**Subsidiary**"), for a consideration – subject to certain adjustments – worth, at signing of the Sale and Purchase Agreement, as defined below, in aggregate, USD 3.4 billion (the "**Transaction**"), the Company, the Subsidiary as well as Gutsche Family Investments Pty Ltd ("**GFI**"), European Refreshments Unlimited Company ("**TCCC-1**"), Coca-Cola Holdings Africa Ltd ("**CCHA**"), The Coca-Cola Company ("**TCCC**") and CCBA agreed upon the following on 21 October 2025: (i) the conclusion of a sale and purchase agreement on 21 October 2025 between the Company and the Subsidiary as purchasers and GFI, TCCC-1 and CCHA as sellers as well as TCCC and CCBA for (aa) the acquisition of 1'855'932 CCBA B ordinary shares from GFI against a combination of cash, own shares in the Company (in the sense of articles 659 et seq. of the Swiss Code of Obligations) and newly issued shares of the Company and (bb) for the acquisition of 860'526 CCBA A ordinary shares and 1'441'602 CCBA E ordinary shares from TCCC-1 and CCHA against cash (the "**Sale and Purchase Agreement**"); and (ii) the conclusion of a put and call option agreement at the time of the consummation of the Sale and Purchase Agreement between the Subsidiary and TCCC-1 and TCCC for the acquisition of up to 1'386'020 CCBA E ordinary shares from TCCC-1 against cash and/or – in each case at the election of the Subsidiary – own shares in the Company held by the Subsidiary and/or – subject to an assignment of certain rights from the Subsidiary to the Company – own shares in the Company held by the Company and/or newly issued shares of the Company (the "**Option Agreement**"). To enable the Company to satisfy such parts of the consideration which consists of newly issued shares of the

ausgegebenen Aktien der Gesellschaft bestehenden Teil der Gegenleistungen auszurichten, ist der Verwaltungsrat ermächtigt – im Zusammenhang mit dem Vollzug des Kaufvertrags sowie der vollständigen oder teilweisen Ausübung der Kaufoption bzw. der Ausübung der Verkaufsoption gemäss der Optionsvereinbarung, sei es durch einmalige Ausübung oder mehrmalige Ausübungen der Kaufoption bzw. der Ausübung der Verkaufsoption (die „**Optionsausübung(en)**“) – das Aktienkapital der Gesellschaft bis zum 19. Januar 2031 einmal oder mehrere Male bis zu einem maximalen Betrag von CHF 2'744'255'351.70 wie folgt zu erhöhen:

- (a) Kaufvertrag: Im Zusammenhang mit dem Vollzug des Kaufvertrags ist der Verwaltungsrat ermächtigt, das Aktienkapital um einen Betrag von bis zu CHF 140'885'429.20 zu erhöhen, was der Ausgabe von maximal 21'027'676 vollständig liberierten Namenaktien mit einem Nennwert von je CHF 6.70 gegen eine Sacheinlage von maximal 1'416'323 B-Aktien an CCBA durch GFI entspricht. Für eine entsprechende Kapitalerhöhung gelten folgende Bedingungen:
 - (i) Die tatsächliche Anzahl (aa) neuer Aktien der Gesellschaft, welche im Zusammenhang mit dem Vollzug des Kaufvertrags an GFI auszugeben sind ("**Neue Kaufpreisaktien**") und (bb) B-Aktien der CCBA, welche von GFI im Zusammenhang mit dem Vollzug des Kaufvertrags in die Gesellschaft einzulegen sind ("**GFI CCBA-Einlageaktien**"), soll durch den Verwaltungsrat bestimmt werden in Übereinstimmung mit Folgendem: Die Aktionäre nehmen zustimmend zur Kenntnis, dass (yy) der Vollzug des Kaufvertrags aufgrund von behördlichen Genehmigungen

Company, the Board of Directors is authorized – in connection with the consummation of the Sale and Purchase Agreement and the full or partial exercise of the call option or the exercise of the put option, respectively, under the Option Agreement, whether in a single exercise or through multiple exercises of the call option or the exercise of the put option, respectively (the "**Option Exercise(s)**") – to increase the Company's share capital until 19 January 2031 once or several times up to the maximum amount of CHF 2'744'255'351.70 as follows:

- (a) Sale and Purchase Agreement: In connection with the consummation of the Sale and Purchase Agreement, the Board of Directors is authorized to increase the share capital by an amount up to CHF 140'885'429.20 corresponding to the issuance of a maximum of 21'027'676 fully paid-up registered shares with a par value of CHF 6.70 each, against the contribution in kind of a maximum of 1'416'323 CCBA B ordinary shares from GFI. The following terms apply for such capital increase:
 - (i) The actual number of (aa) new Company shares to be issued to GFI in connection with the consummation of the Sale and Purchase Agreement ("**New Purchase Consideration Shares**"), and (bb) B ordinary shares in CCBA, which are to be contributed to the Company by GFI in connection with the consummation of the Sale and Purchase Agreement ("**GFI Contributed CCBA Shares**") shall be determined by the Board of Directors in line with the following: The shareholders acknowledge that (yy) the consummation of the Sale and Purchase Agreement is expected to occur between 2026 and

gungspflichten zwischen 2026 und 2028 erwartet wird und dass (zz) die Festlegung der Anzahl Neuer Kaufpreisaktien, die gemäss dem Kaufvertrag als Gegenleistung für die GFI CCBA-Einlageaktien an GFI auszugeben sind, auf (yyy) der Bewertung von CCBA zum Zeitpunkt der Unterzeichnung des Kaufvertrags (vorbehaltlich bestimmter Anpassungen auf der Grundlage der im Kaufvertrag festgelegten Mechanismen) und (zzz) der Bewertung der Gesellschaft zum Zeitpunkt der Unterzeichnung des Kaufvertrags basiert, und allfällige Veränderungen des Werts der Gesellschaft und des Werts von CCBA, die nach dem Zeitpunkt der Unterzeichnung des Kaufvertrags eintreten, nicht berücksichtigt werden.

- (ii) Der Ausgabepreis für jede der Neuen Kaufpreisaktien soll dem Wert in Schweizer Franken entsprechen, den die GFI CCBA-Einlageaktien geteilt durch die Anzahl der Neuen Kaufpreisaktien zum Zeitpunkt des Vollzugs des Kaufvertrages aufweisen. Die Aktionäre nehmen zustimmend zur Kenntnis, dass der Ausgabepreis festgelegt wird ohne Berücksichtigung des zum Zeitpunkt des zum Vollzugs des Kaufvertrags aktuellen Marktpreises der Aktien der Gesellschaft. Falls die Berechnung gemäss diesem Unterabschnitt (ii) zu einem Ausgabepreis unter dem Nennwert pro Aktie der Gesellschaft führt, werden keine Neuen Kaufpreisaktien ausgegeben.
- (iii) Die Bezugsrechte der bestehenden Aktionäre sind bei der Ausgabe der Neuen Kaufpreisaktien an GFI innerhalb des Kapitalbands ausgeschlossen.

2028 due to regulatory approval requirements and (zz) the determination of the number of New Purchase Consideration Shares to be issued to GFI in exchange for the GFI Contributed CCBA Shares according to the Sale and Purchase Agreement is based on (yyy) the valuation of CCBA at the time of signing of the Sale and Purchase Agreement (subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement) and (zzz) the valuation of the Company at the time of signing of the Sale and Purchase Agreement, and any changes in the value of the Company and in the value of CCBA that occur after the time of signing of the Sale and Purchase Agreement will not be taken into account.

- (ii) The issue price for each New Purchase Consideration Share shall be equal to the Swiss Franc amount of the value of the GFI Contributed CCBA Shares at the time of consummation of the Sale and Purchase Agreement divided by the number of New Purchase Consideration Shares. The shareholders acknowledge that the issue price is set without regard to the prevailing market price of the Company's shares at the time of consummation of the Sale and Purchase Agreement. In case the calculation as per this sub-section (ii) results in an issue price below the nominal value of the Company shares, no New Purchase Consideration Shares shall be issued.
- (iii) The subscription rights of the existing shareholders shall be withdrawn when issuing the New Purchase Consideration Shares to GFI within the capital band.

- (iv) Der Zeitpunkt der Entstehung des Dividendenanspruchs für die Neuen Kaufpreisaktien wird vom Verwaltungsrat gemäss dem Kaufvertrag festgelegt.
 - (v) Die Zeichnung und der Erwerb der Neuen Kaufpreisaktien sowie jede spätere Übertragung dieser Aktien unterliegen den Beschränkungen gemäss Art. 7 dieser Statuten.
- (b) Optionsvereinbarung: Im Zusammenhang mit der/den Optionsausübung(en) wird der Verwaltungsrat, vorbehältlich der Abtretung gewisser Rechte von der Tochtergesellschaft an die Gesellschaft, ermächtigt, das Aktienkapital um einen Betrag von bis zu CHF 102'664'857.10 zu erhöhen, sofern und soweit der Verwaltungsrat sich dazu entscheidet den Ausübungspreis der Option vollständig oder teilweise mit neu ausgegebenen Aktien der Gesellschaft zu leisten, was der Ausgabe von maximal 15'323'113 voll liberierten Namenaktien mit einem Nennwert von je CHF 6.70 gegen Sacheinlage von maximal 1'386'020 E-Aktien an CCBA durch TCCC-1 entspricht. Für die Kapitalerhöhung gelten folgende Bedingungen:
- (i) Die tatsächliche Anzahl (aa) neuer Aktien der Gesellschaft, welche im Zusammenhang mit der/den Optionsausübung(en) an TCCC-1 auszugeben sind ("**Neue Optionsgegenleistungsaktien**") und (bb) E-Aktien der CCBA, welche von TCCC-1 im Zusammenhang mit der/den Optionsausübung(en) in die Gesellschaft einzulegen sind ("**TCCC-1 CCBA-Einlageaktien**"), soll in Übereinstimmung mit Folgendem durch den Verwaltungsrat bestimmt werden: Die Aktionäre nehmen zustimmend zur Kenntnis, dass
 - (iv) The beginning of the entitlement to dividends for the New Purchase Consideration Shares shall be determined by the Board of Directors in line with the Sale and Purchase Agreement.
 - (v) The subscription and acquisition of the New Purchase Consideration Shares as well as any further transfer of such shares shall be subject to the restrictions of Art. 7 of these Articles of Association.
- (b) Option Agreement: In connection with the Option Exercise(s), the Board of Directors is authorized, subject to an assignment from the Subsidiary to the Company and if and to the extent the Board of Directors elects to satisfy the option exercise price fully or partially in newly issued shares of the Company, to increase the share capital by an amount up to CHF 102'664'857.10 corresponding to the issuance of a maximum of 15'323'113 fully paid-up registered shares with a par value of CHF 6.70 each, against the contribution in kind of a maximum of 1'386'020 CCBA E ordinary shares from TCCC-1. The following terms apply for such capital increase:
- (i) The actual number of (aa) new Company shares to be issued to TCCC-1 in connection with the Option Exercise(s) ("**New Option Consideration Shares**") and (bb) CCBA E ordinary shares to be contributed by TCCC-1 to the Company in connection with the Option Exercise(s) (the "**TCCC-1 Contributed CCBA Shares**") shall be determined by the Board of Directors in line with the following: The shareholders acknowledge that (yy) the exercise period for the Option Exercise(s) will start upon consummation of the Sale

(yy) der Ausübungszeitraum der Optionsausübung(en) nach dem Vollzug des Kaufvertrags beginnen wird und die Optionsausübung(en) aufgrund der Dauer des Optionsausübungszeitraums gemäss der Optionsvereinbarung erst mehrere Jahre nach der Unterzeichnung der Optionsvereinbarung stattfinden könnte(n) und dass (zz) die Festlegung der Anzahl Neuer Optionsgegenleistungsaktien, die im Zusammenhang mit der/den Optionsausübung(en) an TCCC-1 auszugeben sind, gemäss der Optionsvereinbarung (yyy) auf der Bewertung von CCBA zum Zeitpunkt der Unterzeichnung des Kaufvertrags basiert – vorbehaltlich bestimmter Anpassungen auf der Grundlage der im Kaufvertrag und in der Optionsvereinbarung festgelegten Mechanismen sowie unter Hinzurechnung eines Coupons, der gemäss der Optionsvereinbarung berechnet wird – und allfällige Veränderungen des Werts von CCBA, die nach dem Zeitpunkt der Unterzeichnung des Kaufvertrags eintreten, nicht berücksichtigt werden und (zzz) auf dem Preis pro Aktie der Gesellschaft basierend auf dem volumengewichteten Durchschnittspreis in GBP für den Zeitraum von 30 Handelstagen vor (und inklusive) dem Datum der Ausübungsmitteilung umgerechnet in USD gemäss den Bedingungen der Optionsvereinbarung, basiert.

- (ii) Der Ausgabepreis für jede der Neuen Optionsgegenleistungsaktien soll dem Wert der TCCC-1 CCBA-Einlageaktien in Schweizer Franken zum Zeitpunkt der Optionsausübung(en), geteilt durch die Anzahl der Neuen Optionsgegenleistungsaktien entsprechen. Falls die Berechnung gemäss diesem Unterabschnitt (ii) zu

and Purchase Agreement and the Option Exercise(s) may only occur several years after the signing of the Option Agreement due to the duration of the option exercise period under the Option Agreement and (zz) the determination of the number of New Option Consideration Shares to be issued to TCCC-1 in connection with the Option Exercise(s) is, according to the Option Agreement, based on (yyy) the valuation of CCBA at the time of signing of the Sale and Purchase Agreement – subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement – and adding a coupon calculated in accordance with the Option Agreement, and any changes in the value of CCBA that occur after the time of signing of the Sale and Purchase Agreement will not be taken into account and (zzz) the price per Company share based on the volume-weighted average price in GBP for the period of 30 trading days prior to (and including) the date of issue of the exercise notice converted into USD pursuant to the terms of the Option Agreement.

- (ii) The issue price for each New Option Consideration Share shall be equal to the Swiss Franc amount of the value of the TCCC-1 Contributed CCBA Shares at the time of the Option Exercise(s) divided by the number of New Option Consideration Shares. In case the calculation as per this sub-section (ii) results in an issue price

einem Ausgabepreis unter dem Nennwert pro Aktie der Gesellschaft führt, werden keine Neuen Optionsgegenleistungsaktien ausgegeben.

- (iii) Die Bezugsrechte der bestehenden Aktionäre sind bei der Ausgabe der Neuen Optionsgegenleistungsaktien an TCCC-1 innerhalb des Kapitalbands ausgeschlossen.
- (iv) Der Zeitpunkt der Entstehung des Dividendenanspruchs für die Neuen Optionsgegenleistungsaktien wird vom Verwaltungsrat gemäss der Optionsvereinbarung festgelegt.
- (v) Die Zeichnung und der Erwerb der Neuen Optionsgegenleistungsaktien sowie jede spätere Übertragung dieser Aktien unterliegen den Beschränkungen gemäss Art. 7 dieser Statuten.

below the nominal value of the Company shares, no New Option Consideration Shares shall be issued.

- (iii) The subscription rights of the existing shareholders shall be withdrawn when issuing the New Option Consideration Shares to TCCC-1 within the capital band.
- (iv) The beginning of the entitlement to dividends for the New Option Consideration Shares shall be determined by the Board of Directors in line with the Option Agreement.
- (v) The subscription and acquisition of the New Option Consideration Shares as well as any further transfer of such shares shall be subject to the restrictions of Art. 7 of these Articles of Association.

Explanation:

In the Sale and Purchase Agreement it was agreed that the consideration payable to GFI includes 21'027'676 Company registered shares (defined as Purchase Consideration Shares, see the introductory remarks to this Notice). The Purchase Consideration Shares shall primarily be sourced by increasing the Company's share capital and issuing new Company registered shares with a nominal value of CHF 6.70. In order to ensure that the Company may at Completion increase the Company's share capital and issue up to 21'027'676 new Company registered shares, the Board of Directors seeks shareholder authority to introduce a capital band pursuant to a new Art. 6a in the Articles giving the Board of Directors the authority to issue up to a maximum of 21'027'676 new Company registered shares in connection with the GFI Acquisition and against the contribution in kind of a maximum of 1'416'323 CCBA B ordinary shares from GFI and within the terms as set forth in the capital band provision. In particular, the shareholders shall authorise the Board of Directors as follows:

- The Board of Directors shall determine: (i) the actual number of Purchase Consideration Shares to be newly issued to GFI in connection with the Completion (such actual number the "**New Purchase Consideration Shares**"); and correspondingly (ii) the actual number of B ordinary shares in CCBA that are to be contributed to the Company by GFI in connection with Completion (such actual number the "**GFI Contributed CCBA Shares**") by considering that the number of New Purchase Consideration Shares to be issued to GFI in exchange for the GFI Contributed CCBA Shares according to the Sale and Purchase Agreement is based on (aa) the valuation of CCBA set at the time of signing of the Sale and Purchase Agreement, being USD 3.4 billion (subject to certain downward adjustments for leakage as set forth in the Sale and Purchase Agreement) and (bb) the valuation of the Company, i.e. the value of the New Purchase Consideration Shares set at the time of signing of the Sale and Purchase Agreement – it being understood that the number of New Purchase Consideration Shares set by the Board of Directors determines, in accordance with the agreed ratio, the corresponding number of GFI Contributed CCBA Shares (and any CCBA B ordinary shares that have not been contributed, if any, may be exchanged against Treasury Consideration Shares, see agenda item 2). The value of CCBA (subject to certain downward adjustments for leakage based on the Sale and Purchase Agreement) and/or the Company may change after the signing of the Sale and Purchase Agreement until Completion (which is targeted to occur by the end of 2026 but may also occur later between 2027 and 2028, depending on the time the required regulatory approvals are satisfied). The authorisation provided by the shareholders to the Board of Directors does not allow the Board of Directors to take into account such changes in value of CCBA (subject to certain pre-completion adjustments for leakage based on the Sale and Purchase Agreement) and/or the Company when determining the actual number of Purchase Consideration Shares to be issued to GFI and the number of GFI Contributed CCBA Shares to be contributed to the Company, both in connection with the Completion.
- The issue price for each New Purchase Consideration Share shall be equal to the Swiss Franc amount of the value of the GFI Contributed CCBA Shares at the time of Completion divided by the number of New Purchase Consideration Shares. The market price of the New Purchase Consideration Shares at the time of Completion will not be taken into account, even if this means that the New Purchase Consideration Shares are issued at a discount to the prevailing market price of the Company registered shares at the Completion date.
- To withdraw the subscription rights of the existing shareholders when issuing the New Purchase Consideration Shares to GFI.

The consideration payable to TCCC-1 on the Option Exercise(s) is the purchase price per ordinary share of CCBA paid to the TCCC Sellers under the Sale and Purchase Agreement and an applicable coupon as set forth in the Option Agreement (see description in the introductory remarks of this Notice). The Company expects that any consideration will be satisfied in cash but, at the election of the Company, partly in newly issued Company registered shares (referred to as the Option Consideration Shares), provided CCHBV assigns, novates and/or transfers its rights and obligations under the Option Agreement to the Company. In such case, the Board of Directors shall also be authorised to increase the Company's share capital and issue up to 15'323'113 new Company registered shares in connection with the Option Exercise(s) against the contribution in kind of a maximum of 1'386'020 CCBA E ordinary shares from TCCC-1

and within the terms as set forth in the capital band provision. In particular, the shareholders shall authorise the Board of Directors as follows:

- The Board of Directors shall determine: (i) the actual number of Option Consideration Shares to be issued to TCCC-1 in connection with the Option Exercise(s) (such actual number the "**New Option Consideration Shares**"); and correspondingly (ii) the actual number of CCBA E ordinary shares to be contributed by TCCC-1 to the Company (such actual number the "**TCCC-1 Contributed CCBA Shares**") in connection with the exercise(s) of the Option Agreement according to the Option Agreement, based on (aa) the valuation of CCBA at the time of signing of the Sale and Purchase Agreement – subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement and adding a coupon calculated in accordance with the Option Agreement (as described in the introductory remarks of this Notice) – and any changes in the value of CCBA, that occur after the time of signing of the Sale and Purchase Agreement, will not be taken into account and (bb) the price per Company registered share based on the VWAP for the period of 30 trading days prior to (and including) the date of the Option Exercise(s) – it being understood that the number of New Option Consideration Shares set by the Board of Directors determines, in accordance with the agreed ratio, the corresponding number of TCCC-1 Contributed CCBA Shares (and any CCBA E ordinary shares that have not been contributed, if any, may be exchanged against Treasury Consideration Shares, see agenda item 2 in this Notice). Considering that Option Exercise(s), if any, will only occur several years after the signing of the Sale and Purchase Agreement, the value of CCBA and/or the Company may be different at the time of the Option Exercise(s) than at the time of signing of the Sale and Purchase Agreement. The authorisation of the Board of Directors does not allow the Board of Directors to take into account any changes in value of CCBA (subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement and adding a coupon calculated in accordance with the Option Agreement) when determining the number of New Option Consideration Shares to be issued to TCCC-1 in connection with the Option Exercise(s).
- The issue price of each New Option Consideration Share shall be equal to the Swiss Franc amount of the value of the TCCC-1 Contributed CCBA Shares at the time of the Option Exercise(s) divided by the number of New Option Consideration Shares.
- To withdraw the subscription rights of the existing shareholders when issuing the New Option Consideration Shares to TCCC-1.

Pursuant to the Option Agreement, in case the consideration payable under the Option Agreement shall (partly) be paid in Option Consideration Shares instead of cash, the value per New Option Consideration Share shall be based on the VWAP for the period of 30 trading days prior to (and including) the date of the Option Exercise(s) converted into USD (pursuant to the terms of the Option Agreement). Depending on the market price of the Company registered shares as per the date of the Option Exercise(s), the authority to issue up to 15'323'113 new Company registered shares may not be sufficient to cover the entire consideration under the Option Agreement (and would also not be sufficient based on the valuation of CCBA and the Company's share price at the time of signing of the Sale and Purchase Agreement). The number of new Company registered shares the Board of Directors is authorised to issue in connection with the Option Agreement has been set at 15'323'113 new Company registered shares in order to limit the total number of new Company registered shares that may be issued in connection with the Transaction (i.e. including the up to 21'027'676 Company ordinary shares that may be issued in connection with the GFI Acquisition) so as not to exceed 10% of the current issued and outstanding share capital of the Company as at the date of this Notice. This shall limit the potential dilution of the current shareholders through the issue of new shares. As a result, if and when there are any Option Exercise(s), any part of the consideration under the Option Agreement that the Board of Directors cannot (or does not wish to) satisfy with newly issued Company registered shares, will have to be satisfied in cash or Treasury Consideration Shares.

A further explanation for agenda item 1 as well further background to the GFI Acquisition and the Option Agreement is contained in the introductory remarks to this Notice and paragraph 11.3.1 of Part I (*Letter from the Chairman*) of the Circular. Furthermore, please also refer to the following sections of the Circular concerning the risk factors (see "*Part II: Risk Factors*"), a summary of the key Transaction terms (see

"Part III: Summary of the Key Acquisition Terms") and a summary of the amendments to the Articles (see "Part V: Summary of the Amendments to the Articles").

This resolution is conditional upon the approval by the Company shareholders of the proposals of the Board of Directors as set out in agenda items 2 and 3.

Agenda item 2: Introduction of a new art. 10a in the Articles of Association to permit the use and transfer of a certain number of the Company's registered shares held in treasury by excluding existing pre-emptive rights of shareholders in connection with the Sale and Purchase Agreement and the Option Agreement

Motion²:

The Board of Directors proposes to introduce a new art. 10a in the Articles of Association as set forth below to permit the use and transfer of a maximum of, in total, 6'301'533 existing Company registered shares held in treasury (the "**Treasury Consideration Shares**") as follows: (i) a maximum of 6'301'533 Treasury Consideration Shares to GFI in exchange for a maximum of 1'416'323 CCBA B ordinary shares in connection with the implementation of the acquisition of 1'855'932 CCBA B ordinary shares from GFI pursuant to the Sale and Purchase Agreement and (ii) a maximum of all Treasury Consideration Shares, which have not been used and transferred to GFI in connection with the completion of the Sale and Purchase Agreement in exchange for a maximum of 1'386'020 CCBA E ordinary shares in connection with the implementation of the Option Agreement, whereby the pre-emptive rights of existing shareholders are excluded for each of these transfers. This resolution is conditional upon the approval by the shareholders' meeting of the proposals of the Board of Directors set out in agenda items 1 and 3.

² The defined terms used in this motion have the meaning given to them in the new art. 10a of the Articles.

Verwendung eigener Aktien im Zusammenhang mit dem Erwerb von Coca-Cola Beverages Africa Pty Ltd

Art. 10a

Hinsichtlich des Erwerbs von bis zu 100 % der Aktien von Coca-Cola Beverages Africa Pty Ltd („**CCBA**“) durch die Gesellschaft und eine ihrer 100 %-Tochtergesellschaften, die Coca-Cola HBC Holdings BV (die „**Tochtergesellschaft**“), für eine Gegenleistung – vorbehaltlich gewisser Anpassungen – im Gesamtwert von USD 3,4 Milliarden im Zeitpunkt der Unterzeichnung des Kaufvertrages, wie unten definiert (die „**Transaktion**“), vereinbarten die Gesellschaft und die Tochtergesellschaft sowie Gutsche Family Investments Pty Ltd („**GFI**“), European Refreshments Unlimited Company („**TCCC-1**“), Coca-Cola Holdings Africa Ltd („**CCHA**“), The Coca-Cola Company („**TCCC**“) und CCBA am 21. Oktober 2025 Folgendes: (i) den Abschluss eines Aktienkaufvertrags am 21. Oktober 2025 zwischen der Gesellschaft und der Tochtergesellschaft als Käuferinnen und GFI, TCCC-1 und CCHA als Verkäuferinnen sowie mit TCCC und CCBA über (aa) den Erwerb von 1'855'932 CCBA B-Aktien von GFI gegen eine Kombination aus Bargeld, eigenen Aktien der Gesellschaft (im Sinne von Art. 659 ff. des Obligationenrechts) sowie neu ausgegebenen Aktien der Gesellschaft und (bb) den Erwerb von 860'526 CCBA A-Aktien und 1'441'602 CCBA E-Aktien von TCCC-1 und CCHA gegen Bargeld (der „**Kaufvertrag**“); und (ii) den Abschluss einer Kauf- und Verkaufsoptionsvereinbarung im Zeitpunkt des Vollzugs des Kaufvertrags zwischen der Tochtergesellschaft und TCCC-1 sowie TCCC über den Erwerb von bis zu 1'386'020 CCBA E-Aktien von TCCC-1 gegen Bargeld und/oder – jeweils nach Wahl der Tochtergesellschaft – eigene Aktien der Gesellschaft, welche die Tochtergesellschaft hält, und/oder – vorbehaltlich einer Abtretung gewisser Rechte von der Tochtergesellschaft an die Gesellschaft – eigene Aktien der Gesellschaft, welche die Gesellschaft hält, und/oder neu ausgegebene Aktien der Gesellschaft (die „**Optionsvereinbarung**“). Um der Gesellschaft und/oder der Tochtergesell-

Use of own shares in connection with the Acquisition of Coca-Cola Beverages Africa Pty Ltd

Art. 10a

In relation to the acquisition of up to 100% of the shares in Coca-Cola Beverages Africa Pty Ltd ("**CCBA**") by the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV (the "**Subsidiary**"), for a consideration – subject to certain adjustments – worth, at signing of the Sale and Purchase Agreement, as defined below, in aggregate, USD 3.4 billion (the "**Transaction**"), the Company, the Subsidiary as well as Gutsche Family Investments Pty Ltd ("**GFI**"), European Refreshments Unlimited Company ("**TCCC-1**"), Coca-Cola Holdings Africa Ltd ("**CCHA**"), The Coca-Cola Company ("**TCCC**") and CCBA agreed the following on 21 October 2025: (i) the conclusion of a sale and purchase agreement on 21 October 2025 between the Company and the Subsidiary as purchasers and GFI, TCCC-1 and CCHA as sellers as well as TCCC and CCBA for (aa) the acquisition of 1'855'932 CCBA B ordinary shares from GFI against a combination of cash, own shares in the Company (in the sense of articles 659 et seq. of the Swiss Code of Obligations) and newly issued shares of the Company and (bb) for the acquisition of 860'526 CCBA A ordinary shares and 1'441'602 CCBA E ordinary shares from TCCC-1 and CCHA against cash (the "**Sale and Purchase Agreement**"); and (ii) the conclusion of a put and call option agreement at the time of the consummation of the Sale and Purchase Agreement between the Subsidiary and TCCC-1 and TCCC for the acquisition of up to 1'386'020 CCBA E ordinary shares from TCCC-1 against cash and/or – in each case at the election of the Subsidiary – own shares in the Company held by the Subsidiary and/or – subject to an assignment of certain rights from the Subsidiary to the Company – own shares held by the Company and/or newly issued shares of the Company (the "**Option Agreement**"). To enable the Company and/or the Subsidiary, as applicable, to satisfy such parts of the consideration which consists of

schaft zu ermöglichen, den aus eigenen Aktien der Gesellschaft bestehenden Teil der Gegenleistungen auszurichten, ist der Verwaltungsrat ermächtigt – im Zusammenhang mit dem Vollzug des Kaufvertrags sowie der vollständigen oder teilweisen Ausübung der Kaufoption bzw. der Ausübung der Verkaufsoption gemäss der Optionsvereinbarung, sei es durch einmalige Ausübung oder mehrmalige Ausübungen der Kaufoption bzw. der Ausübung der Verkaufsoption (die „**Optionsausübung(en)**“) – insgesamt maximal 6'301'533 von der Gesellschaft selbst gehaltene Aktien zu verwenden und zu übertragen (die "**Eigenen Gegenleistungsaktien**"), ungeachtet anderer Gründe, die zum Zeitpunkt des Rückkaufs solcher eigenen Aktien der Gesellschaft angegeben wurden:

(a) **Kaufvertrag:** Im Zusammenhang mit dem Vollzug des Kaufvertrages ist der Verwaltungsrat ermächtigt maximal alle 6'301'533 Eigene Gegenleistungsaktien zu verwenden und an GFI zu übertragen, um im Gegenzug maximal 1'416'323 CCBA B-Aktien von GFI zu erhalten. Es gelten die folgenden Bedingungen:

- (i) Die tatsächliche Anzahl (aa) Eigener Gegenleistungsaktien, welche im Zusammenhang mit dem Vollzug des Kaufvertrags an GFI zu übertragen sind (die "**Eigenen Kaufpreisaktien**") und (bb) B-Aktien von CCBA, welche von GFI im Austausch für Eigene Kaufpreisaktien an die Gesellschaft zu übertragen sind (die "**GFI CCBA-Austauschaktien**") sollen in Übereinstimmung mit Folgendem durch den Verwaltungsrat bestimmt werden: Die Aktionäre nehmen zustimmend zur Kenntnis, dass (yy) der Vollzug des Kaufvertrags aufgrund von behördlichen Genehmigungspflichten zwischen 2026 und 2028 erwartet wird und dass (zz) die Festlegung der Anzahl Eigener Kaufpreisaktien, welche GFI im

own shares in the Company, the Board of Directors is authorized – in connection with the consummation of the Sale and Purchase Agreement and the full or partial exercise of the call option or the exercise of the put option, respectively, under the Option Agreement, whether in a single exercise or through multiple exercises of the call option or the exercise of the put option, respectively (the "**Option Exercise(s)**") – to use and transfer in total a maximum of 6'301'533 own shares in the Company (the "**Treasury Consideration Shares**"), notwithstanding other reasons put forward at the time of the repurchase of such own shares in the Company, as follows:

- (a) **Sale and Purchase Agreement:** In connection with the consummation of the Sale and Purchase Agreement, the Board of Directors is authorized to use and transfer a maximum of all 6'301'533 Treasury Consideration Shares to GFI in exchange for a maximum of 1'416'323 CCBA B ordinary shares from GFI. The following terms shall apply:
 - (i) The actual number of (aa) Treasury Consideration Shares to be transferred to GFI in connection with the consummation of the Sale and Purchase Agreement (the "**Treasury Purchase Consideration Shares**") and (bb) B ordinary shares in CCBA, which are to be transferred to the Company in exchanged for Treasury Purchase Consideration Shares (the "**GFI Transferred CCBA Shares**") shall be determined by the Board of Directors in line with the following: The shareholders acknowledge that (yy) the consummation of the Sale and Purchase Agreement is expected to occur between 2026 and 2028 due to regulatory approval requirements and (zz)

Austausch für GFI CCBA-Austauschaktien zu übertragen sind, auf (yyy) der Bewertung von CCBA zum Zeitpunkt der Unterzeichnung des Kaufvertrags (vorbehaltlich bestimmter Anpassungen auf der Grundlage der im Kaufvertrag festgelegten Mechanismen) und (zzz) der Bewertung der Gesellschaft zum Zeitpunkt der Unterzeichnung des Kaufvertrags basiert, und allfällige Veränderungen des Werts der Gesellschaft und des Werts von CCBA, die nach dem Zeitpunkt der Unterzeichnung des Kaufvertrags eintreten, nicht berücksichtigt werden.

- (ii) Die Vorkaufsrechte der bestehenden Aktionäre gemäss Art. 10 Abs. 2 der Statuten an den Eigenen Gegenleistungsaktien sind ausgeschlossen.

(b) Optionsvereinbarung: Im Zusammenhang mit der/den Optionsausübung(en) ist der Verwaltungsrat, vorbehaltlich der Abtretung gewisser Rechte von der Tochtergesellschaft an die Gesellschaft, ermächtigt maximal alle Eigenen Gegenleistungsaktien, die nicht anlässlich des Vollzugs des Kaufvertrages gem. Art. 10a(a)(i) der Statuten als Eigene Kaufpreisaktien verwendet und an GFI übertragen wurden zu verwenden, sofern und soweit der Verwaltungsrat sich dazu entscheidet den Ausübungspreis der Option vollständig oder teilweise mit eigenen Aktien der Gesellschaft zu leisten, und an TCCC-1 zu übertragen, um im Gegenzug maximal 1'386'020 CCBA E-Aktien von TCCC-1 zu erhalten. Es gelten die folgenden Bestimmungen:

- (i) Die tatsächliche Anzahl (aa) Eigener Gegenleistungsaktien, welche im Zusammenhang mit

the determination of the number of Treasury Purchase Consideration Shares to be transferred to GFI in exchange for the GFI Transferred CCBA Shares is based on (yyy) the valuation of CCBA as at the time of signing of the Sale and Purchase Agreement (subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement) and (zzz) the valuation of the Company at the time of signing of the Sale and Purchase Agreement, and any changes in the value of the Company and in the value of CCBA that occur after the time of signing of the Sale and Purchase Agreement will not be taken into account.

- (ii) The pre-emptive rights of the existing shareholders as per art. 10 para. 2 of the Articles of Association with regard to the Treasury Consideration Shares are excluded.

(b) Option Agreement: In connection with the Option Exercise(s), the Board of Directors is authorized, if and to the extent the Board of Directors elects to satisfy the option exercise price fully or partially in own shares of the Company, and subject to the assignment of certain rights from the Subsidiary to the Company, to use and transfer a maximum of all Treasury Consideration Shares, which have not been used and transferred to GFI in connection with the consummation of the Sale and Purchase Agreement according to art. 10a(a)(i) of the Articles of Association to TCCC-1 in exchange for a maximum of 1'386'020 CCBA E ordinary shares from TCCC-1. The following terms shall apply:

- (i) The actual number of (aa) Treasury Consideration Shares to be transferred to TCCC-1 in

der/den Optionsausübung(en) an TCCC-1 zu übertragen sind (die "**Eigenen Optionsgegenleistungsaktien**") und (bb) E-Aktien von CCBA, welche im Zusammenhang mit der/den Optionsausübung(en) von TCCC-1 im Austausch für Eigene Optionsgegenleistungsaktien an die Gesellschaft zu übertragen sind, soll durch den Verwaltungsrat bestimmt werden. Die Aktionäre nehmen zustimmend zur Kenntnis, dass (yy) der Ausübungszeitraum der Optionsausübung(en) mit dem Vollzug des Kaufvertrags beginnen wird und die Optionsausübung(en) aufgrund der Dauer des Optionsausübungszeitraums gemäss der Optionsvereinbarung erst mehrere Jahre nach der Unterzeichnung der Optionsvereinbarung stattfinden könnte und dass (zz) die Festlegung der Anzahl Eigener Optionsgegenleistungsaktien, die im Zusammenhang mit der/den Optionsausübung(en) an TCCC-1 zu übertragen sind, gemäss der Optionsvereinbarung auf der Bewertung von CCBA zum Zeitpunkt der Unterzeichnung des Kaufvertrags basiert – vorbehaltlich bestimmter Anpassungen auf der Grundlage der im Kaufvertrag und in der Optionsvereinbarung festgelegten Mechanismen sowie unter Hinzurechnung eines Coupons, der gemäss der Optionsvereinbarung berechnet wird – und allfällige Veränderungen des Werts von CCBA, die nach dem Zeitpunkt der Unterzeichnung des Kaufvertrags eintreten, nicht berücksichtigt werden und (zzz) auf dem Preis pro Aktie der Gesellschaft basierend auf dem volumengewichteten Durchschnittspreis in GBP für den Zeitraum von 30 Handelstagen vor (und inklusive) dem Datum der Ausübungsmitteilung umgerechnet in

connection with the Option Exercise(s) (the "**Treasury Option Consideration Shares**") and (bb) CCBA E ordinary shares to be transferred by TCCC-1 to the Company in connection with the Option Exercise(s) in exchange for the Treasury Option Consideration Shares shall be determined by the Board of Directors. The shareholders acknowledge that (yy) the exercise period for the Option Exercise(s) will start upon consummation of the Sale and Purchase Agreement and the Option Exercise(s) may only occur several years after the signing of the Option Agreement due to the duration of the option exercise period under the Option Agreement and (zz) the determination of the number of Treasury Option Consideration Shares to be transferred to TCCC-1 in connection with the Option Exercise(s) is, according to the Option Agreement, based on (yyy) the valuation of CCBA as at the time of signing of the Sale and Purchase Agreement – subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement – and adding a coupon calculated in accordance with the Option Agreement, and any changes in the value of CCBA that occur after the time of signing of the Sale and Purchase Agreement will not be taken into account and (zzz) the price per Company share based on the volume-weighted average price in GBP for the period of 30 trading days prior to (and including) the date of issue of the exercise notice converted into USD pursuant to the terms of the Option Agreement.

USD gemäss den Bedingungen der Optionsvereinbarung, basiert.

- (ii) Die Vorkaufsrechte der bestehenden Aktionäre gemäss Art. 10 Abs. 2 der Statuten an den Eigenen Gegenleistungsaktien sind ausgeschlossen.
- (c) Die Ermächtigung des Verwaltungsrats zur Übertragung der Eigenen Gegenleistungsaktien unter Ausschluss des Vorkaufsrechts in Bezug auf die Eigenen Gegenleistungsaktien gemäss diesem Art. 10a sind gültig bis am 19. Januar 2034.
- (d) Der Erwerb der Eigenen Kaufpreisaktien und der Eigenen Optionsgegenleistungsaktien sowie jede spätere Übertragung dieser Aktien unterliegen den Beschränkungen gemäss Art. 7 dieser Statuten.
- (e) Dieser Art. 10a geht den Beschränkungen hinsichtlich der Verwendung selbst gehaltener Aktien gemäss Art. 10 dieser Statuten vor.

- (ii) The pre-emptive rights of the existing shareholders as per art. 10 para. 2 of the Articles of Association with regard to the Treasury Consideration Shares are excluded.

- (c) The authorization of the Board of Directors to transfer the Treasury Consideration Shares and the exclusion of the pre-emptive rights with regard to the Treasury Consideration Shares according to this art. 10a is valid until 19 January 2034.
- (d) The acquisition of the Treasury Purchase Consideration Shares and the Treasury Option Consideration Shares as well as any further transfer of such shares shall be subject to the restrictions of art. 7 of these Articles of Association.
- (e) This art. 10a supersedes the restrictions on the use of own shares as per art. 10 of these Articles of Association.

Explanation:

In the Sale and Purchase Agreement it is agreed that the consideration payable to GFI for the GFI Acquisition includes 21'027'676 Company registered shares (defined as Purchase Consideration Shares, see the introductory remarks to this Notice). The Board of Directors wishes to be granted flexibility to determine the appropriate allocation of newly issued Company registered shares and Company registered shares held in treasury (if any), subject to certain limits. Therefore, in addition to the authority to increase the Company's share capital and issue up to a maximum of 21'027'676 new Company registered shares in connection with the GFI Acquisition (see agenda item 1 of this Notice), the Board of Directors also seeks shareholder approval for introducing a new art. 10a into the Articles providing the Board of Directors with the authority to use and transfer up to a maximum of 6'301'533 Company registered shares held in treasury (the "**Treasury Consideration Shares**") for the purpose of the Transaction.

Pursuant to art. 10 para. 2 of the Articles, the existing shareholders have pre-emptive rights in proportion to their shareholding with regard to own shares or options, futures or similar financial instruments on own shares that the Company resells, either directly or through subsidiaries. For the purpose of the GFI Acquisition, the Board of Directors seeks the authorisation from the shareholders: (i) to use and transfer the Treasury Consideration Shares in exchange for a maximum of 1'416'323 CCBA B ordinary shares from GFI; and (ii) to withdraw the pre-emptive rights of the existing shareholders, subject to the terms as set forth in the new art. 10a of the Articles. In particular, the shareholders shall authorise the Board of Directors as follows:

- The Board of Directors shall determine: (i) the actual number of Treasury Consideration Shares to be transferred to GFI in connection with Completion (such actual number the "**Treasury Purchase Consideration Shares**"); and correspondingly (ii) the actual number of CCBA B ordinary shares that are to be transferred to the Company in exchange for Treasury Purchase Consideration Shares (such actual number the "**GFI Transferred CCBA Shares**"), considering that the number of Treasury Purchase Consideration Shares to be transferred to GFI in exchange for the GFI Transferred CCBA Shares is based on (aa) the valuation of CCBA set at the time of signing of the Sale and Purchase Agreement, being USD 3.4 billion (subject to certain downward adjustments for leakage based on the Sale and Purchase Agreement) and (bb) the valuation of the Company, i.e. the value of the Treasury Purchase Consideration Shares, set at the time of signing of the Sale and Purchase Agreement, it being understood that the number of Treasury Purchase Consideration Shares set by the Board of Directors determines, in accordance with the agreed ratio, the corresponding number of GFI Transferred CCBA Shares. The value of CCBA and/or the Company may change after the signing of the Sale and Purchase Agreement until Completion (which is targeted to occur by the end of 2026 but may also occur later between 2027 and 2028, depending on the time the required regulatory approvals are satisfied). The authorisation of the Board of Directors does not allow the Board of Directors to take into account such changes in value of CCBA and/or the Company when determining the actual number of Treasury Purchase Consideration Shares to be transferred to GFI in connection with the GFI Acquisition and the number of GFI Transferred CCBA Shares to be transferred to the Company in connection with the GFI Acquisition.
- To exclude the pre-emptive rights of the existing shareholders as per art. 10 para. 2 of the Articles for the Treasury Purchase Consideration Shares.

The number of Treasury Consideration Shares which the Board of Directors is authorised to transfer in connection with the Transaction has been set at 6'301'533 which is the number of own Company registered shares that the Company held in treasury as at 12 December 2025. It is to be noted that even if the Board of Directors decides to use and transfer all Treasury Consideration Shares (i.e. 6'301'533 Company treasury shares) for the purpose of the GFI Acquisition, this would likely not constitute a sufficient number of Purchase Consideration Shares to exchange for all 1'416'323 CCBA B ordinary shares, neither based on the values at the time of signing of the Sale and Purchase Agreement nor in the future. The Purchase Consideration Shares will therefore likely not be sourced exclusively through the Treasury Consideration

Shares. Thus, if Treasury Consideration Shares were used and transferred for the purpose of the GFI Acquisition, the Board of Directors would have to increase at the same time also the Company's share capital and issue new Company registered shares pursuant to the capital band provision set forth in art. 6a of the Articles (see agenda item 1 of this Notice).

The consideration payable to TCCC-1 on the Option Exercise(s) is the purchase price per ordinary share of CCBA paid to the TCCC Sellers under the Sale and Purchase Agreement and an applicable coupon (as described in the introductory remarks of this Notice). This consideration is to be settled in cash and may include Company registered shares (defined as the Option Consideration Shares, see the introductory remarks of this Notice), subject to CCHBV assigning, novating and/or transferring its rights and obligations under the Option Agreement to the Company. To ensure that the Board of Directors has the necessary flexibility and may, instead of new Company registered shares (see agenda item 1), also use and transfer Company registered shares held in treasury, the Board of Directors further seeks the authorisation by the shareholders to use and transfer a maximum of all Treasury Consideration Shares, which have not been used and transferred to GFI in connection with Completion according to art.10a(a)(i) of the Articles, to TCCC-1 in exchange for a maximum of 1'386'020 CCBA E ordinary shares from TCCC-1. In particular, the shareholders shall authorise the Board of Directors as follows:

- The Board of Directors shall determine: (i) the actual number of Treasury Consideration Shares to be transferred to TCCC-1 in connection with the Option Exercise(s) (such actual number the "**Treasury Option Consideration Shares**"); and correspondingly (ii) the actual number of CCBA E ordinary shares to be transferred by TCCC-1 to the Company in connection with the Option Exercise(s) (the "**TCCC-1 Transferred CCBA Shares**"), based on (aa) the valuation of CCBA at the time of signing of the Sale and Purchase Agreement – subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement and adding a coupon calculated in accordance with the Option Agreement (as described in the introductory remarks of this Notice) – and any changes in the value of CCBA, that occur after the time of signing of the Sale and Purchase Agreement, will not be taken into account and (bb) the price per Company share based on the VWAP for the period of 30 trading days prior to (and including) the date of the Option Exercise(s) – it being understood that the number of Treasury Purchase Consideration Shares set by the Board of Directors determines, in accordance with the agreed ratio, the corresponding number of TCCC-1 Transferred CCBA Shares. Considering that the Option Exercise(s), if any, will only occur at least three years after Completion, the value of CCBA and/or the Company may be different at the time of the Option Exercise(s) from the time of signing of the Sale and Purchase Agreement. The authorisation of the Board of Directors does not allow the Board of Directors to take into account any changes in value of CCBA (subject to certain adjustments based on mechanisms set forth in the Sale and Purchase Agreement and the Option Agreement and adding a coupon calculated in accordance with the Option Agreement) when determining the number of Treasury Option Consideration Shares to be issued to TCCC-1 in connection with the Option Exercise(s).
- To exclude the pre-emptive rights of the existing shareholders as per art. 10 para. 2 of the Articles for the Treasury Option Consideration Shares.

Pursuant to the Option Agreement, in case the consideration payable under the Option Agreement shall be (partly) paid in Option Consideration Shares instead of cash, the price per Treasury Option Consideration Share shall be based on the VWAP for the period of 30 trading days prior to (and including) the date of the Option Exercise(s) converted into USD (pursuant to the terms of the Option Agreement), as the case may be. Depending on the market price of the Company registered shares as per the date of the Option Exercise(s), the authority to use and transfer the maximum of all Treasury Consideration Shares (i.e. up to 6'301'533 Company treasury shares) which have not been used and transferred to GFI in connection with Completion of the GFI Acquisition may not be sufficient to cover the consideration under the Option Agreement.

Further explanation to agenda item 2, as well as further background to the GFI Acquisition and the Option Agreement, is contained in the introductory remarks to this Notice and in paragraph 11.3.2 of Part 1 (*Letter from the Chairman*) of the Circular. Furthermore, please also refer to the following sections of the Circular concerning the risk factors (see "*Part II: Risk Factors*"), a summary of the key Transaction terms

(see "*Part III: Summary of the Key Acquisition Terms*") and a summary of the amendments to the articles (see "*Part V: Summary of the Amendments to the Articles*").

This resolution is conditional upon the approval by the Company shareholders of the proposals of the Board of Directors as set out in agenda items 1 and 3.

Agenda item 3: Amendment of art. 28 para. 2 of the Articles of Association and the introduction of new art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis in the Articles of Association for the purpose of effecting certain governance related changes in line with the Coca-Cola HBC Shareholder Agreement with effect upon completion of the Sale and Purchase Agreement

Motion³:

The Board of Directors proposes to amend art. 28 para. 2 of the Articles of Association and to introduce new art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis in the Articles of Association as set forth below (amendments and new introduction underlined). This resolution is conditional upon the approval by the shareholders' meeting of the proposals of the Board of Directors set out in agenda items 1 and 2.

³ The defined terms used in this motion have the meaning given to them in the amended art. 28 and the new art. 29bis of the Articles.

Art. 28

Sitzungen

1

Die Organisation der Sitzungen wie auch die Beschlussfähigkeit des Verwaltungsrates und die Beschlussfassung werden im Organisationsreglement festgelegt.

2

Dieser Artikel 28 Abs. 2 tritt, an dem Datum ausser Kraft, an welchem der Vollzug des Aktienkaufvertrags vom 21. Oktober 2025 zwischen der Gesellschaft und einer ihrer 100%-Tochtergesellschaften, die Coca-Cola HBC Holdings BV, als Käuferinnen und Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company und Coca-Cola Holdings Africa Ltd als Verkäuferinnen sowie The Coca-Cola Company ("TCCC") und Coca-Cola Beverages Africa Pty Ltd ("CCBA") über den Erwerb von insgesamt 75% der Anteile an CCBA im Schweizerischen Handelsamtsblatt veröffentlicht wird.

Ungeachtet des Vorstehenden (und unter Vorbehalt weitergehender Anforderungen im Organisationsreglement) bedürfen die folgenden Angelegenheiten eines Präsenzquorums von mindestens acht Mitgliedern des Verwaltungsrates (oder, falls der Verwaltungsrat aus weniger als zehn Mitgliedern besteht, drei Vierteln aller Mitglieder des Verwaltungsrates) und der Zustimmung durch die Stimmen von zwei Dritteln derjenigen Mitglieder des Verwaltungsrates, welche anwesend und stimmberechtigt sind:

1. Aufnahme einer anderen Geschäftstätigkeit als das Abfüllen von Getränken und zugehörige Geschäftstätigkeiten;

Art. 28

Meetings

1

The organisation of the meetings, including the presence quorum and the passing of resolutions, shall be set out in the Organisational Regulations.

2

This article 28 para. 2 shall cease to be in force and effect from the date on which the consummation of the Sale and Purchase Agreement dated 21 October 2025 between the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV, as purchasers and Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company, and Coca-Cola Holdings Africa Ltd as sellers as well as The Coca-Cola Company ("TCCC") and Coca-Cola Beverages Africa Pty Ltd ("CCBA") relating to the acquisition of a total of 75% of the shares in CCBA is published in the Swiss Official Gazette of Commerce.

Notwithstanding the foregoing (and subject to any additional requirements contained in the Organisational Regulations), the following matters require a presence quorum of at least eight members of the Board of Directors (or, if there are less than ten members of the Board of Directors, three quarters of all members of the Board of Directors) and the approval by the votes of two-thirds of the members of the Board of Directors present and entitled to vote:

1. to engage in any business other than the bottling of beverages and any business incidental thereto;

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| <p>2. Eingehen, Ausgabe, Garantieren oder Übernahme von Verbindlichkeiten oder die Genehmigung von Kapitalaufwendungen von mehr als EUR 30'000'000;</p> | <p>2. to incur, issue, guarantee or assume any indebtedness or approve capital expenditures in excess of EUR 30,000,000;</p> |
| <p>3. Eingehen von Übereinkünften, Vereinbarungen oder Verträgen, welche Zahlungen oder eine andere Gegenleistung von mehr als EUR 30'000'000 beinhalten;</p> | <p>3. to enter into any agreement, arrangement or contract involving payments or other consideration in excess of EUR 30,000,000;</p> |
| <p>4. Verkauf, Leasing, Tausch, Übertragung oder anderweitige Verfügung, direkt oder indirekt, in einer einzigen Transaktion oder in einer Reihe von Transaktionen, über alle oder im Wesentlichen alle Vermögenswerte der Gesellschaft, oder Verkauf einer Mehrheit des Wertes der Vermögenswerte der Gesellschaft, in jedem dieser Fälle, falls eine solche Verfügung nicht im Rahmen des gewöhnlichen Geschäftsganges erfolgt (es sei denn, ein solcher Verkauf wird im Zusammenhang mit oder als Teil einer <i>sale-lease-back</i>-Übertragung ausgeführt);</p> | <p>4. to sell, lease, exchange, transfer or otherwise dispose, directly or indirectly, in a single transaction or a series of transactions of all or substantially all of the assets of the Company, or any sale of a majority of the value of the assets of the Company, in each case, when such disposition is not in the ordinary course of business (unless such sale is undertaken in connection with, or as a part of, a sale-lease back transfer);</p> |
| <p>5. Wahl oder Abwahl des Chief Executive Officer;</p> | <p>5. to appoint or dismiss the chief executive officer;</p> |
| <p>6. Genehmigung des Jahresbudgets, mit der Massgabe, dass falls kein neues Jahresbudget genehmigt wird, das inflationsbereinigte Budget des vorangehenden Jahres anstelle des neuen Jahresbudgets verwendet wird, bis das neue Jahresbudget genehmigt wird;</p> | <p>6. to approve the annual budget, provided however, that if no new annual budget is approved, the prior year's budget, adjusted for inflation, will be used in place of the new annual budget until the new annual budget is approved;</p> |
| <p>7. Genehmigung des jährlichen Business Plans, der von der Geschäftsleitung der Gesellschaft vorgelegt wird;</p> | <p>7. to approve any annual business plan submitted by the management of the Company;</p> |
| <p>8. Verabschiedung jeder Empfehlung an die Aktionäre, die Grösse des Verwaltungsrats zu ändern; und</p> | <p>8. to approve any recommendation to the shareholders to change the size of the Board of Directors; and</p> |
| <p>9. Jeder Beschluss betreffend Grösse und Zusammensetzung des Nomination Committee.</p> | <p>9. to approve any change in the size and composition of the nomination committee.</p> |

2bis Dieser Artikel 28 Abs. 2^{bis} tritt, an dem Datum in Kraft, an welchem der Vollzug des Aktienkaufvertrags vom 21. Oktober 2025 zwischen der Gesellschaft und einer ihrer 100%-Tochtergesellschaften, die Coca-Cola HBC Holdings BV, als Käuferinnen und Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company und Coca-Cola Holdings Africa Ltd als Verkäuferinnen sowie TCCC und CCBA über den Erwerb von insgesamt 75% der Anteile an CCBA im Schweizerischen Handelsamtsblatt veröffentlicht wird.

Ungeachtet des Vorstehenden (und unter Vorbehalt weitergehender Anforderungen im Organisationsreglement) bedürfen die folgenden Angelegenheiten eines Präsenzquorums von mindestens acht Mitgliedern des Verwaltungsrates (oder, falls der Verwaltungsrat aus weniger als zehn Mitgliedern besteht, drei Vierteln aller Mitglieder des Verwaltungsrates) sowie der Zustimmung durch die Stimmen von mindestens zwei Dritteln derjenigen Mitglieder des Verwaltungsrates, welche anwesend und stimmberechtigt sind:

1. Eingehen, Ausgabe, Garantieren oder Übernahme von Verbindlichkeiten oder Genehmigung von Investitionen von mehr als EUR 30'000'000 und höchstens EUR 150'000'000;
2. Abschluss von Übereinkünften, Vereinbarungen oder Verträgen, welche Zahlungen oder eine andere Gegenleistung von mehr als EUR 30'000'000 und höchstens EUR 150'000'000 beinhalten;
3. Genehmigung des Jahresbudgets, mit der Massgabe, dass falls kein neues Jahresbudget genehmigt wird, das inflationsbereinigte Budget des vo-

2bis This article 28 para. 2^{bis} shall enter into force on the date on which the consummation of the Sale and Purchase Agreement dated 21 October 2025 between the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV, as purchasers and Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company, and Coca-Cola Holdings Africa Ltd as sellers as well as TCCC and CCBA relating to the acquisition of a total of 75% of the shares in CCBA is published in the Swiss Official Gazette of Commerce.

Notwithstanding the foregoing (and subject to any additional requirements contained in the Organizational Regulations), the following matters require a presence quorum of at least eight Members of the Board of Directors (or, if there are less than ten Members of the Board of Directors, three-quarters of all Members of the Board of Directors) and the approval by at least two-thirds of the Members of the Board of Directors present and entitled to vote:

1. to incur, issue, guarantee or assume any indebtedness or approve capital expenditures in excess of EUR 30,000,000 up to EUR 150,000,000;
2. to enter into any agreement, arrangement or contract involving payments or other consideration in excess of EUR 30,000,000 and up to EUR 150,000,000;
3. to approve the annual budget, provided however, that if no new annual budget is approved, the prior year's budget, adjusted for inflation, will be used in place of the new annual budget until the new annual budget is approved;

rangehenden Jahres anstelle des neuen Jahresbudgets verwendet wird, bis das neue Jahresbudget genehmigt wird;

4. Jeder Beschluss betreffend Grösse und Zusammensetzung des Nomination Committee;
5. Abwahl des Chief Executive Officers.

^{2ter} Dieser Artikel 28 Abs. 2^{ter} tritt, an dem Datum in Kraft, an welchem der Vollzug des Aktienkaufvertrags vom 21. Oktober 2025 zwischen der Gesellschaft und einer ihrer 100%-Tochtergesellschaften, die Coca-Cola HBC Holdings BV, als Käuferinnen und Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company und Coca-Cola Holdings Africa Ltd als Verkäuferinnen sowie TCCC und CCBA über den Erwerb von insgesamt 75% der Anteile an CCBA im Schweizerischen Handelsamtsblatt veröffentlicht wird.

Ungeachtet des Vorstehenden (und unter Vorbehalt weitergehender Anforderungen im Organisationsreglement) und soweit gesetzlich zulässig, bedürfen die folgenden Angelegenheiten:

- i. vor der Beschlussfassung des Verwaltungsrats eine Empfehlung des Strategieausschusses. Das Organisationsreglement regelt den Ablauf und die Anforderungen an diese Empfehlung; und
- ii. eines Präsenzquorums von mindestens acht Mitgliedern des Verwaltungsrates (oder, falls der Verwaltungsrat aus weniger als zehn Mitgliedern besteht, drei Vierteln aller Mitglieder des Verwaltungsrates) und der Zustimmung durch die Stimmen von zwei Dritteln derjenigen Mitglieder des

4. to approve any change in the size or composition of the nomination committee;
5. to dismiss the Chief Executive Officer.

^{2ter} This article 28 para. 2^{ter} shall enter into force on the date on which the consummation of the Sale and Purchase Agreement dated 21 October 2025 between the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV, as purchasers and Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company, and Coca-Cola Holdings Africa Ltd as sellers as well as TCCC and CCBA relating to the acquisition of a total of 75% of the shares in CCBA is published in the Swiss Official Gazette of Commerce.

Notwithstanding the foregoing (and subject to any additional requirements contained in the Organizational Regulations) and to the extent permitted by applicable law, the following matters shall:

- i. prior to the Board resolution, be subject to a recommendation of the Strategy Committee, the procedure and requirements for such recommendation being governed by the Organizational Regulations; and
- ii. a presence quorum of at least eight members of the Board of Directors (or, if the Board of Directors consists of fewer than ten members, three-quarters of all members of the Board of Directors) and the approval of two-thirds of those members of the Board of Directors who are present and entitled to vote;

Verwaltungsrates, welche anwesend und stimm-
berechtigt sind:

1. Genehmigung oder Änderung des jährlichen Businessplans;
 2. Genehmigung oder Änderung des langfristigen Businessplans;
 3. Aufnahme einer Geschäftstätigkeit, die nicht das Geschäft als strategischer Abfüllpartner von TCCC sowie als Vertreiber und Verkäufer einer breiten Palette von Produkten der Marke TCCC und von Produkten eigener und fremder Marken, wie Snacks sowie alkoholfreie und alkoholische Getränke, einschliesslich Premium-Spirituosen (das „Abfüllgeschäft“), oder damit verbundene Geschäfte betrifft;
 4. Genehmigung wesentlicher Erwerbe oder Veräusserungen, einzeln oder in einer Reihe zusammenhängender Transaktionen, durch die Gesellschaft oder eine Gruppengesellschaft von:
 - (a) Unternehmen, Betrieben, einer Gesellschaft oder Wertpapieren einer Gesellschaft; oder
 - (b) Vermögenswerten oder Eigentum (ausser im gewöhnlichen Geschäftsverlauf),
jeweils, sofern (i) das Geschäft ausserhalb der Abfüllung nicht-alkoholischer Getränke oder eines damit verbundenen Geschäfts liegt und (ii) der Unternehmenswert mehr als 7% des gesamten vergleichbaren bereinigten EBITDA der Gesellschaft über die vorangegangenen vier Quartale beträgt;
 5. Eingehen, Ausgabe, Garantieren oder Übernahme von Verbindlichkeiten oder Genehmigung von Investitionen über EUR 150'000'000 in einer oder mehreren zusammenhängenden Transaktionen;
1. to approve or amend any annual business plan;
 2. to approve or amend any long-term business plan;
 3. to engage in any business other than the business as strategic bottling partner to TCCC and as distributor and seller of a wide range of TCCC-branded, as well as own and third party-branded products such as snacks and non-alcoholic and alcoholic beverages, including premium spirits (the "Bottling Business") or business incidental thereto;
 4. to approve any material acquisition or disposal, in one or a series of related transactions, by the Company or any group company of:
 - (a) any undertaking, business, company or securities of a company; or
 - (b) any assets or property (other than in the ordinary course of business),
in each case, involving (i) any business other than the bottling of non-alcoholic beverages or any business incidental thereto, and (ii) with an enterprise value of more than 7% of the Company's aggregate comparable adjusted EBITDA over the previous four quarters;
 5. to incur, issue, guarantee or assume any indebtedness or approve any capital expenditure in excess of EUR 150,000,000 in one or a series of related transactions;

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| <p>6. <u>Genehmigung wesentlicher tatsächlicher oder geplanter Reorganisationen, Liquidationen oder ähnlichen Massnahmen betreffend eine Gruppengesellschaft;</u></p> <p>7. <u>Ausgabe von Beteiligungsrechten oder Einräumung von Rechten auf deren Ausgabe, die insgesamt mehr als 10% des ausgegebenen Aktienkapitals repräsentieren, in einer oder mehreren zusammenhängenden Transaktionen (ausser im Rahmen eines vom Verwaltungsrat auf Empfehlung des Vergütungsausschusses genehmigten Equity-Incentive-Programms);</u></p> <p>8. <u>Ausgabe von Beteiligungsrechten oder Einräumung von Rechten auf deren Ausgabe unter Ausschluss oder Beschränkung von Bezugsrechten oder nicht im Pro-rata-Verhältnis (ausser im Rahmen eines vom Verwaltungsrat auf Empfehlung des Vergütungsausschusses genehmigten Equity-Incentive-Programms);</u></p> <p>9. <u>Wahl des Chief Executive Officers;</u></p> <p>10. <u>Zustimmung zu einer Änderung der Börsennotierung, einer zusätzlichen Börsennotierung oder einer Dekotierung;</u></p> <p>11. <u>Antrag an die Generalversammlung zur Änderung, Aufhebung oder Annahme neuer Statuten;</u></p> <p>12. <u>Abschluss von</u></p> <p style="padding-left: 20px;">(a) <u>Vereinbarungen, Absprachen oder Verträgen, die Zahlungen oder sonstige Gegenleistungen von über EUR 150'000'000 beinhalten oder</u></p> | <p>6. <u>to approve any material actual or proposed reorganisation or liquidation or similar of any group company;</u></p> <p>7. <u>to issue any securities, or grant any person rights to be issued any securities, representing in aggregate more than 10% of the Company's issued share capital in one or a series of related transactions (other than in accordance with any equity incentive scheme of the Company approved by the Board on the recommendation of the remuneration committee);</u></p> <p>8. <u>to issue any securities, or grant any person rights to be issued any securities, on a non-pre-emptive or non-pro-rata basis (other than in accordance with any equity incentive scheme of the Company approved by the Board on the recommendation of the remuneration committee);</u></p> <p>9. <u>to appoint the Chief Executive Officer;</u></p> <p>10. <u>to agree a change of listing venue, additional listing venue or cancellation of any listing;</u></p> <p>11. <u>to propose to the General Meeting the amendment, repeal or adoption of the Articles of Association;</u></p> <p>12. <u>to enter into</u></p> <p style="padding-left: 20px;">(a) <u>any agreement, arrangement or contract involving payments or other consideration in excess of EUR 150,000,000 or</u></p> |
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(b) anderen wesentlichen Übereinkünften, Vereinbarungen oder Verträge, die für die Geschäftstätigkeit der Gesellschaft und ihrer Tochtergesellschaften ausserhalb des normalen Geschäftsverlaufs von wesentlicher Bedeutung sind und nicht ausdrücklich im jährlichen Businessplan aufgeführt sind;

13. Antrag an die Generalversammlung, den Namen der Gesellschaft oder einen wesentlichen Geschäftsnamen, unter dem sie firmiert, zu ändern.

³ Das Organisationsreglement kann näher bestimmen, wie die obigen Präsenz- und Mehrheitserfordernisse auf Zirkularbeschlüsse anzuwenden sind.

Art. 29bis

Dieser Artikel 29^{bis} tritt, an dem Datum in Kraft, an welchem der Vollzug des Aktienkaufvertrags vom 21. Oktober 2025 zwischen der Gesellschaft und einer ihrer 100%-Tochtergesellschaften, die Coca-Cola HBC Holdings BV, als Käuferinnen und Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company und Coca-Cola Holdings Africa Ltd als Verkäuferinnen sowie The Coca-Cola Company und Coca-Cola Beverages Africa Pty Ltd ("CCBA") über den Erwerb von insgesamt 75% der Anteile an CCBA im Schweizerischen Handelsamtsblatt veröffentlicht wird.

Der Verwaltungsrat setzt einen Strategieausschuss ein, welcher den Verwaltungsrat bei der Behandlung von strategischen Fragen berät und unterstützt. Der Verwaltungsrat re-

Strategieaus- schuss

(b) any other material agreement, arrangement or contract which is material to the business of the Company and its subsidiaries outside the ordinary course of business, and not specifically identified in the annual business plan;

13. to propose to the General Meeting to change the Company's name or any significant business name under which it trades.

³ The Organisational Regulations may further determine how the above presence quorum and majority requirements are to be applied to circular resolutions.

Art. 29bis

This article 29^{bis} shall enter into force on the date on which the consummation of the Sale and Purchase Agreement dated 21 October 2025 between the Company and one of its wholly owned subsidiaries, Coca-Cola HBC Holdings BV, as purchasers and Gutsche Family Investments Pty Ltd, European Refreshments Unlimited Company, and Coca-Cola Holdings Africa Ltd as sellers as well as The Coca-Cola Company and Coca-Cola Beverages Africa Pty Ltd ("CCBA") relating to the acquisition of a total of 75% of the shares in CCBA is published in the Swiss Official Gazette of Commerce.

The Board of Directors shall establish a Strategy Committee which shall advise and support the Board of Directors in the consideration of strategic matters. The Board of Di-

Strategy Commit- tee

gelt die Zusammensetzung, die Aufgaben und die Kompetenzen des Strategieausschusses im Organisationsreglement.

rectors shall determine the composition, duties and powers of the Strategy Committee in the Organisational Regulations.

Explanation:

Under the current art. 28 para. 2 of the Articles, certain matters require the approval of a qualified quorum and qualified majority of the Board of Directors. In respect of these matters, decisions require: (i) a quorum of at least eight directors present, or, if the Board of Directors comprises fewer than ten directors, a quorum of three-quarters of all directors; and (ii) the approval by the votes of two-thirds of the directors present and entitled to vote ("**Qualified Quorum/Majority**").

The Coca-Cola HBC Shareholder Agreement will, with effect from Completion, regulate certain aspects of the Company's governance. The corresponding changes to the Articles are as follows:

- The existing provisions of art. 28 para. 2 of the Articles would be disapplied and be superseded by the provisions of the new art. 28 para. 2bis and art. 28 para. 2ter of the Articles and a new art. 29bis of the Articles will be introduced.
- The new art. 28 para. 2bis of the Articles will provide for a list of matters that continue to require approval by the Qualified Quorum/Majority of the Board of Directors.
- The new art. 28 para. 2ter of the Articles will provide for a list of matters that require Enhanced Oversight (as defined below) in addition to the approval by the Qualified Quorum/Majority of the Board of Directors.
- The new art. 29bis of the Articles will authorise and instruct the Board of Directors to establish the Strategy Committee (as defined below).

The Coca-Cola HBC Shareholder Agreement provides for the establishment of a strategy committee comprising of the chief executive officer of the Company and – as long as each of them holds at least 10 per cent of the issued Company registered shares – one member of the Board of Directors nominated by Kar-Tess Holding and one member of the Board of Directors nominated by TCCC (the "**Strategy Committee**"). The Strategy Committee shall consider and prepare a recommendation on certain strategic matters of the Company prior to consideration and determination of such matters by the Board of Directors; further the decisions of the Strategy Committee must be taken unanimously ("**Enhanced Oversight**"). The Board of Directors will consult with the Strategy Committee and have regard to its recommendations prior to making decisions on matters subject to Enhanced Oversight. The introduction of art. 29bis of the Articles will authorise and instruct the Board of Directors to establish the Strategy Committee for such purpose and provide that its composition, duties and powers will be determined by the Board of Directors in the organisational regulations of the Company ("**Organisational Regulations**").

In case Completion does not occur, no publication will be made in the Swiss Official Gazette of Commerce and hence art. 28 para.2 of the Articles will not be disapplied and art. 28 para. 2bis, art. 28 para. 2ter and art. 29bis of the Articles will not enter into force.

Any further explanation for agenda item 3 is contained in the introductory remarks to this Notice, paragraph 11.3.3 of (*Letter from the Chairman*) of the Circular. Furthermore, please also refer to the following sections of the Circular concerning the risk factors (see "*Part II: Risk Factors*"), a summary of the key Transaction terms (see "*Part III: Summary of the Key Acquisition Terms*"), and a summary of the amendments to the articles (see "*Part V: Summary of the Amendments to the Articles*").

This resolution is conditional upon the approval by the Company shareholders of the proposals of the Board of Directors as set out in agenda items 1 and 2.

Recommendation of the Board of Directors:

The Board of Directors is of the opinion that all the proposals to be considered and voted upon at the Extraordinary General Meeting are in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board of Directors unanimously (except for recusals of certain members of the Board of Directors due to conflict of interests) recommends that you vote in favour of all the proposed resolutions, and the Directors who hold shares in the Company intend to do so in respect of their own direct beneficial holdings in the Company.

Organisational matters and Participation in the Extraordinary General Meeting

(a) Registered Shareholders

Shareholders registered in the share register with voting rights on 13 January 2026 at 09:30 a.m. CET (08:30 a.m. GMT) will be entitled to vote at the Extraordinary General Meeting. They may elect to vote either by way of personal attendance or by a representative 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 encouraged to duly apply for registration as soon as possible. The last business day on which registration requests will be processed is 12 January 2026.

Registered shareholders will receive a reply form together with this Notice, which includes the web address (URL) and your username and password for the online proxy voting platform that shareholders may use in connection with the Extraordinary General Meeting. Shareholders who are entered in the share register as shareholders with voting rights after 2 January 2026 but before 13 January 2026, 09:30 a.m. CET (08:30 a.m. GMT) will be sent this Notice and the reply form upon request only.

If you are a registered shareholder and **elect to give voting instructions or to order an admission card electronically** via the online proxy voting platform; please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 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 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Postfach, CH-6010 Kriens 2, Switzerland. Please note the section "Signing of reply forms" below. Preparation for the Extraordinary General Meeting will be facilitated by the prompt return of your reply form.

If registered shareholders increase their shareholding registered in the share register with voting rights by 12 January 2026 (close of business), proxies and voting instructions will be amended automatically without any further notice and will extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, shareholders will receive a new admission card upon registration at the information desk of the Extraordinary General Meeting.

Shareholders who dispose of their shares prior to 13 January 2026, 09:30 a.m. CET (08:30 a.m. GMT) are not entitled to vote at the Extraordinary General Meeting. Previously issued admission cards, as well as proxies will become invalid automatically. Shareholders who dispose of their shares after 13 January 2026, 09:30 a.m. CET (08:30 a.m. GMT), remain entitled to vote at the Extraordinary General Meeting.

(b) CDI Attendants

In connection with the admission of the Company's shares to the Equity Shares (Commercial Companies) category and to trading on the London Stock Exchange, the Company entered into arrangements enabling investors to hold, transfer and settle interests in the Company's shares in the form of CREST depository interests ("**CDIs**"). CDIs are independent uncertificated securities constituted under English law, allowing the electronic settlement of trades in the Company registered shares via the CREST system operated by Euroclear UK & International Limited. Each CDI represents one Company 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 attend the Extraordinary General Meeting, be represented by a proxy or by the Independent Proxy, 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.

CREST members who are entered in the CDI register maintained under the operation of Euroclear UK & International Limited (the "**CDI Register**") will receive a reply form together with this Notice, which includes the web address (URL) and the username and password for the online proxy voting platform that such CREST members may use in connection with the Extraordinary General Meeting. Those members, or the beneficial owners of CDIs, should use the reply form to order admission cards, appoint a proxy or 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 Extraordinary 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 by mail as soon as possible and, in any event no later than by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026, or a date required by the nominee, to the nominee from whom they received it. Processing of reply forms including beneficial ownership declarations received by mail may be time consuming and cannot be guaranteed if reply forms are received later than by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026. 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 username and password 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 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 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 attend and vote at the Extraordinary General Meeting (in person or by proxy), 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 09:30 a.m. CET (08:30 a.m. GMT) on 14 January 2026 at the latest in accordance with the instructions set out in the corporate action bulletin to be published by Euroclear UK & International Limited on or around 17 December 2025 (available on the Euroclear UK & International Limited section of its website at: 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 the Company (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 on 16 January 2026 (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, the Company recommends that such CREST member immediately transfers the required balance of CDIs into escrow 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 sharecomm ag, Postfach, CH-6010 Kriens 2, Switzerland, in writing by registered mail and by 14 January 2026, 09:30 a.m. CET (08:30 a.m. GMT) (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 the Company, 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.

CREST members who will be entered in the CDI Register after 2 January 2026 but before 13 January 2026, 09:30 a.m. CET (08:30 am GMT), 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, the Company registered 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, the Company registers in its share register all holders of Company registered 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. They will receive the same information as other registered shareholders (including the web address (URL) and a username and password 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 Extraordinary General Meeting.

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. Beneficial ownership declarations will also extend to additional shares acquired and registered by 12 January 2026.

Nominees who qualify as financial intermediaries under art. 7 para. 3 of the Articles may be eligible to vote provided 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 Extraordinary General Meeting.

If you are a DSS Holder and **elect to register with voting rights, give voting instructions or to order an admission card electronically** via the online proxy voting platform, please register online by using the URL and your username and password printed on the reply form. You may then appoint the Independent Proxy and give voting instructions electronically or order an admission card electronically by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026, 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 by mail**, you are encouraged to return your reply form as soon as possible and in any event by 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026 at the latest to Coca-Cola HBC AG, c/o sharecomm ag, Postfach, CH-6010 Kriens 2, 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 12:00 noon CET (11:00 a.m. GMT) on 14 January 2026.

In any event, the last business day before the voting record date on which registration requests on reply forms will be processed is 12 January 2026. 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 12 January 2026 (close of business), proxies and voting instructions will be amended automatically without any further notice and extend to the additionally registered shares. If the shareholding eligible for voting increases or decreases after issuance of the admission card, DSS Holders will receive a new admission card upon registration at the information desk of the Extraordinary General Meeting. DSS Holders who dispose of their shares in DSS by 12 January 2026 (close of business) are not entitled to vote at the Extraordinary General Meeting. DSS Holders who dispose of their shares in DSS after 13 January 2026 at 09:30 a.m. CET (08:30 a.m. GMT) remain entitled to vote at the Extraordinary 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 the Company 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 "Organisational matters and Participation in the Extraordinary General Meeting – DSS Holders".)

Note that pursuant to mandatory Swiss law, the Company 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.

The Company 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, the Company 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

Registered shareholders (including DSS Holders) or CDI Attendants who wish to attend the Extraordinary General Meeting personally should apply for personal attendance by returning the reply card filled in accordingly.

In relation to registered shareholders, admission cards will be sent by mail starting 29 December 2025. Otherwise, shareholders may pick up the admission card at the information desk at the Extraordinary General Meeting upon photo identification.

In relation to CDI Attendants, admission cards will be available for pick-up at the information desk of the Extraordinary General Meeting. When picking up their admission card, CDI Attendants are requested to present photo identification.

Proxies

Shareholders and CDI Attendants who do not wish to attend the Extraordinary General Meeting in person can, in general, be represented as follows:

- By the independent proxy, Ms. Ines Poeschel, Kellerhals Carrard Zürich KIG, Raemistrasse 5, CH-8024 Zurich, or, if she cannot attend, her representative (pursuant to art. 18 para. 3 of the Articles). Shareholders or CDI Attendants who wish to instruct the independent proxy must 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, which will generally count as a "no"-vote under the Company's Articles.
- By a third person based on written proxy. To grant authority to any such person, a shareholder or CDI Attendant must return the reply form after filling in the proxy section of the form and having provided the full name and address of the representative. Duly authorised representatives may pick up the admission card at the information desk if they can provide photo identification.

Voting procedure

Subject to the powers of the chairman of the meeting to determine the voting procedure in accordance with art. 20 of the Articles, it is expected that voting at the Extraordinary General Meeting will be conducted by written ballot.

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 the Company on or before 15 January 2026 the latest.

Issued shares and total voting rights

As at 12 December 2025 the Company's total issued share capital comprised 373'239'562 ordinary shares of CHF 6.70, of which 6'301'533 ordinary shares are held by the Company 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 the Company as at 12 December 2025 is 363'507'894.

Minutes

The minutes, the resolutions and election results with details of the exact percentage of votes for and against each resolution of the Extraordinary General Meeting are expected to be available electronically from 3 February 2026 on the website of the Company.

General enquiries

If you have any enquiries relating to the Extraordinary General Meeting or this Notice, please contact Maria Livaniou, tel.: +30 210 618 3106, e-mail: maria.livaniou@cchellenic.com.

Zug, 17 December 2025

By order of the Board of Directors Anastassis G. David, Chairman

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