

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

held on  
**Friday, 8 May 2026; 09:00 am CEST**  
**Physical Shareholders' Meeting**  
**at Turmstrasse 26, 6312 Steinhausen, Switzerland**

**Begin of meeting: 09:00 am CEST**

**End of meeting: 09:28 am CEST**

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

## **A Opening Address**

The Chairman welcomes the present shareholder and declares the annual general meeting (the "Annual General Meeting" or "AGM") open.

He informs that the AGM will be held in English and that the AGM will be recorded and that he will preside over this meeting in his capacity as Chairman of the Board of Directors (the "Board of Directors" or the "Board") of Coca Cola HBC AG (the "Company"). He designates Jan Gustavsson as Secretary of the Meeting and Vote Counter.

The Chairman then welcomes:

- The CEO and member of the Board of Directors Zoran Bogdanovic;
- the CFO and member of the Executive Leadership Team Anastasis Stamoulis;
- Stavros Pantzaris, member of the Board of Directors and Karyn Harrington, member of the Executive Leadership Team;
- the independent proxy pursuant to article 689c of the Swiss Code of Obligations: Ines Poeschel (Kellerhals Carrard Zürich KIG, Zurich, Switzerland);
- the statutory auditors of Coca-Cola HBC AG: PricewaterhouseCoopers AG in Zurich, represented by Patrick Balkanyi; the independent registered audit firm for our reports under the applicable UK rules: PricewaterhouseCoopers S.A. in Greece, represented by Fotis Smyrnis.

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

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

- the Notice was published in the Swiss Official Gazette of Commerce on 2 April 2026. In addition, the Notice was sent to shareholders by mail and was published on the Company's website;
- the members of the Board of Directors and the members of the management have been invited to today's Annual General Meeting. The members of the Executive Leadership Team and the members of the

Board of Directors who are not attending, have waived their right to participate personally in the General Meeting and the latter so submit any motions;

- the 2025 Integrated Annual Report, which includes the report by Coca-Cola HBC AG's statutory auditors, has been available electronically since 20 March 2026; and
- the general terms of appointment applicable to each current non-executive member of the Board of Directors proposed to be re-elected and each new non-executive member of the Board of Directors proposed for election, have been available for inspection at the Company's registered office since 2 April 2026.

The Chairman notes that 1 shareholder is attending physically the AGM as listener only as he has submitted voting instructions to the independent representative, that the number of shareholders represented is currently being counted and that he will inform the shareholders about the exact numbers shortly.

## **C Resolutions and Elections**

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

An exception is agenda item 11 (Approval of the remuneration of the Board of Directors and the Executive Leadership Team), which will be passed by the relative majority of votes validly cast.

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

The Chairman determines that as all votes have been cast on the basis of proxies and in accordance with the voting instructions provided by the respective shareholders in advance of the AGM, there will be no individual physical vote on each agenda item.

## **D Organizational Notes**

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

No objections are raised against these matters.

## **E Presentation**

The Chairman then holds a speech regarding developments in the past year, followed by a business update presented by the CEO. The speeches do not form part of these minutes.

## **F Questions**

The Chairman opens the floor for questions.

No questions were raised.

## **G Presence**

The report of presence is read by the Company Secretary, according to which at 09:00 a.m. CEST 1 shareholder or representative, who represent 242,627,251 ordinary registered shares with a nominal value of CHF 6.70 and therefore 242,627,251 votes are represented.

This corresponds to a represented total nominal amount of CHF 1,625,602,581.70, therefore 65.01% of the total share capital in the amount of CHF 2,500,705,065.40 and 66.57% of the total number of outstanding voting rights, whether exercisable or not, being 364,464,550 voting rights, in each case as of 8 May 2026.<sup>1</sup>

The present share votes are represented as follows:

242,627,251 by the independent representative according to article 689c of the Swiss Code of Obligations, and

0 by shareholders present or other representatives.

## **H Statement from Independent Proxy**

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

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<sup>1</sup> On 8 May 2026, Coca-Cola HBC AG's total issued share capital of CHF 2,500,705,065.40 consisted of 373,239,562 ordinary shares, of which 5,344,877 ordinary shares are held by Coca-Cola HBC AG and 3,430,135 ordinary shares are held by its subsidiary, COCA-COLA HBC SERVICES MEPE, in treasury. Accordingly, the total number of outstanding voting rights (whether exercisable or not) in Coca-Cola HBC AG as at 8 May 2026 is 364,464,550.

Ines Poeschel, the independent proxy, has the word and gives the confirmation according to article 689c paragraph 5 CO.

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

The Chairman states that he will refrain from reading out each individual agenda item and the proposals of the Board of Directors and instead will refer to the Notice, which sets forth each agenda item and the proposals of the Board of Directors of the AGM.

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

### **1 Receipt of the 2025 Integrated Annual Report, as well as approval of the annual management report, the stand-alone financial statements and the consolidated financial statements for the financial year ended 31 December 2025**

The shareholders passed the resolution by

Votes for	242,580,189	(99.98%)
Votes against	36,907	(0.02%)
Abstentions cast	10,155	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, (i) the integrated annual report of Coca-Cola HBC AG for the financial year ended 31 December 2025 has thereby been received, and (ii) the annual management report and the stand-alone financial statements of the Company as well as the consolidated financial statements of Coca-Cola HBC AG and its subsidiaries for the financial year ended on 31 December 2025 have thereby been approved.

## **2 Approval of the non-financial report under Swiss statutory law for the financial year ended on 31 December 2025**

The shareholders passed the resolution by

Votes for	242,417,011	(99.92%)
Votes against	200,165	(0.08%)
Abstentions cast	10,075	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Consequently, the non-financial report under Swiss statutory law for the financial year ended 31 December 2025 has thereby been approved.

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

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

The shareholders passed the resolution by

Votes for	242,470,633	(99.94%)
Votes against	146,543	(0.06%)
Abstentions cast	10,075	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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

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

The shareholders passed the resolution by

Votes for	242,470,713	(99.94%)
Votes against	146,463	(0.06%)
Abstentions cast	10,075	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The declaration of a dividend of EUR 1.20 (the "Dividend") on each ordinary registered share with a par value of CHF 6.70 from the general capital contribution reserve has been approved.

### **4 Discharge of the members of the Board of Directors and the members of the Executive Leadership Team**

The shareholders passed the resolution by

Votes for	233,410,889	(96.37%)
Votes against	8,731,043	(3.60%)
Abstentions cast	71,110	(0.03%)
Total votes cast	242,213,042	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The discharge to the members of the Board of Directors and the members of the Executive Leadership Team for the financial year beginning on 1 January 2025 and ending on 31 December 2025 has been approved.

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

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

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

The shareholders passed the resolution by

Votes for	217,848,873	(89.79%)
Votes against	24,767,741	(10.21%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios G. David has thereby been re-elected as a member of the Board of Directors and as the Chairman of the Board of Directors, in each case, for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	241,831,176	(99.68%)
Votes against	785,438	(0.32%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zulikat Wuraola Abiola has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

**5.1.3 Re-election of Elizabeth Bastoni as a member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

The shareholders passed the resolution by

Votes for	225,523,951	(92.96%)
Votes against	17,092,663	(7.04%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Elizabeth Bastoni has thereby been re-elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	231,559,430	(95.44%)
Votes against	11,057,184	(4.56%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Zoran Bogdanovic has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

**5.1.5 Re-election of Pantelis ("Linos") D. Lekkas as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	229,824,189	(94.73%)
Votes against	12,792,425	(5.27%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Pantelis ("Linos") D. Lekkas has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	226,305,208	(93.28%)
Votes against	16,311,406	(6.72%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Anastasios I. Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	222,876,804	(91.86%)
Votes against	19,739,810	(8.14%)

Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Christodoulos ("Christo") Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	226,346,791	(93.29%)
Votes against	16,269,823	(6.71%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

George Pavlos Leventis has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

#### **5.1.9 Re-election of Stavros Pantzaris as a member of the Board of Directors**

The shareholders passed the resolution by

Votes for	241,223,354	(99.43%)
Votes against	1,393,260	(0.57%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Stavros Pantzaris has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	226,186,250	(93.23%)
Votes against	16,430,364	(6.77%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Evguenia Stoitchkova has thereby been re-elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

**5.1.11 Re-election of Glykeria Tsernou as member of the Board of Directors and election as a member of the Remuneration Committee (in a single vote)**

The shareholders passed the resolution by

Votes for	241,974,825	(99.74%)
Votes against	641,789	0.26%)
Abstentions cast	10,637	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Glykeria Tsernou has thereby been re-elected as a member of the Board of Directors and elected as a member of the Remuneration Committee, in each

case, for a term of one year until the end of the next annual general meeting in 2027.

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

### **5.2.1 Election of Bruno Pietracchi as a new member of the Board of Directors**

The shareholders passed the resolution by

Votes for	225,470,910	(92.93%)
Votes against	17,087,172	(7.04%)
Abstentions cast	69,169	(0.03%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Bruno Pietracchi has thereby been elected as a member of the Board of Directors for a term of one year until the end of the next annual general meeting in 2027.

### **5.2.2 Election of Lara Salame Boro as a new member of the Board of Directors and as a member of the Remuneration Committee (in a single vote)**

The shareholders passed the resolution by

Votes for	241,927,627	(99.71%)
Votes against	686,601	(0.28%)
Abstentions cast	13,023	(0.01%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Lara Salame Boro has thereby been elected as a member of the Board of Directors and as a member of the Remuneration Committee, in each case, for a term of one year until the end of the next annual general meeting in 2027.

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

The shareholders passed the resolution by

Votes for	239,161,856	(98.58%)
Votes against	3,454,931	(1.42%)
Abstentions cast	10,464	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

Kellerhals Carrard Zürich KIG, Zurich, Switzerland, has thereby been elected as independent proxy for a term of one year until the end of the next annual general meeting in 2027.

## **7 Election of the auditors**

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

The shareholders passed the resolution by

Votes for	228,813,050	(94.31%)
Votes against	13,804,087	(5.69%)
Abstentions cast	10,114	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

PricewaterhouseCoopers AG, Zurich, Switzerland, has thereby been re-elected as the statutory auditor of Coca-Cola HBC AG for the financial year ending 31 December 2026.

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

The shareholders passed the resolution by

Votes for	229,334,157	(94.53%)
Votes against	13,282,618	(5.47%)
Abstentions cast	10,476	(0.00%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The re-appointment of PricewaterhouseCoopers S.A., Halandri, Greece, as the independent registered public accounting firm of Coca-Cola HBC AG for the purposes of reporting under the rules of the UK's Financial Conduct Authority, to hold office for a term of one year until the next annual general meeting in 2027, has thereby been approved by way of an advisory vote and the authority of the Audit and Risk Committee to determine PricewaterhouseCoopers S.A.'s terms of engagement and remuneration has thereby been confirmed by way of an advisory vote.

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

The shareholders passed the resolution by

Votes for	239,030,302	(98.52%)
Votes against	2,870,199	(1.18%)
Abstentions cast	726,750	(0.30%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

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

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

The shareholders passed the resolution by

Votes for	237,765,692	(98.00%)
Votes against	4,639,546	(1.91%)
Abstentions cast	222,013	(0.09%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The remuneration policy of Coca-Cola HBC AG, in the form set out at pages 241 to 249 of the 2025 Integrated Annual Report, which takes effect immediately after the end of the Annual General Meeting on 8 May 2026, has been approved by way of an advisory vote.

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

The shareholders passed the resolution by

Votes for	239,659,838	(98.78%)
Votes against	2,240,451	(0.92%)
Abstentions cast	726,962	(0.30%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The Swiss remuneration report, being the remuneration report required by Swiss law has been approved by way of an advisory vote.

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

### **11.1 Approval of the maximum aggregate amount of remuneration for the Board of Directors until the next Annual General Meeting**

The shareholders passed the resolution by

Votes for	242,012,878	(99.75%)
Votes against	542,784	(0.22%)
Abstentions	71,589	(0.03%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2026 Annual General Meeting until the next annual general meeting in 2027 in the amount of EUR 1,600,000 has thereby been approved by a relative majority.

### **11.2 Approval of the maximum aggregate amount of remuneration for the Executive Leadership Team for the next financial year**

The shareholders passed the resolution by

Votes for	240,962,613	(99.31%)
Votes against	1,527,446	(0.63%)
Abstentions	137,192	(0.06%)
Total votes cast	242,627,251	(100.00%)

Votes not cast (or invalid) 0

(Percentages are calculated based on total votes cast for/against excluding abstentions.)

The required relative majority of votes validly cast has been reached. The maximum aggregate amount of compensation for the members of the Executive Leadership Team (which includes the Chief Executive Officer) for the next financial year starting on 1 January 2027 and ending on 31 December 2027 in the amount of EUR 60,570,000 has thereby been approved by a relative majority.

## 12 Approval of share buy-back

The shareholders passed the resolution by

Votes for	242,374,058	(99.90%)
Votes against	120,945	(0.05%)
Abstentions cast	132,248	(0.05%)
Total votes cast	242,627,251	(100.00%)
Votes not cast (or invalid)	0	

(Percentages are calculated based on total votes cast.)

The repurchase of up to 10,000,000 ordinary shares of CHF 6.70 each in the capital of Coca-Cola HBC AG on such terms and in such manner as the Board of Directors shall from time to time determine, provided that

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 10,000,000;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is CHF 6.70;
- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of (i) 5% over the average middle market price of the ordinary shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which Coca-Cola HBC AG agrees to buy the shares concerned; and (ii) an amount equal to the higher of the last independent trade of

an ordinary share and the highest current independent bid on the trading venues where the purchase is being carried out;

has thereby been approved.

### **Announcement of voting results**

After having reviewed the voting results, the Chairman declares that the shareholders' meeting has approved the proposals of the Board of Directors for each agenda item by the required majority.

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

### **Closing Remarks**

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

The Chairman closes the general meeting at 09:28 am CEST and informs that the minutes of this Annual General Meeting will be available as of 5 June 2026 on the website of Coca-Cola HBC AG.

[Signatures on the following page]

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Anastassis G. David  
Chairman of the Board

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Jan Gustavsson  
Company Secretary